



12¢

ACTION COMICS

APPROVED
BY THE
COMICS
CODE
AUTHORITY

APR.
NO. 311

Featuring
**"SUPERMAN,
KING
of EARTH!"**

BAH! THE GIFTS YOUR COUNTRIES SENT ME WILL NOT WIN ANY FAVORS! NOW THAT I AM RULER OF THE WORLD, MY FIRST COMMAND IS THAT EVERY NATION REPLACE ITS FLAG WITH A **SUPERMAN** FLAG LIKE THIS ONE!



The GOLDEN RULE



CHRISTIANITY:
ALL THINGS WHATSOEVER YE WOULD THAT MEN SHOULD DO TO YOU, DO YE EVEN SO TO THEM.

BUDDHISM:
HURT NOT OTHERS IN WAYS THAT YOU YOURSELF WOULD FIND HURTFUL.

JUDAISM:
WHAT IS HATEFUL TO YOU, DO NOT TO YOUR FELLOW MEN.

ISLAM:
NO ONE OF YOU IS A BELIEVER UNTIL HE DESIRES FOR HIS BROTHER THAT WHICH HE DESIRES FOR HIMSELF.

SO YOU SEE, IT **IS** A LAW, IN A WAY-- THE **UNIVERSAL LAW OF HUMANITY**. GET WISE, SON, AND JOIN THE HUMAN RACE!



SUPERMAN

SUPERMAN HAS ALWAYS BEEN KNOWN AS A CHAMPION OF JUSTICE, A DEFENDER OF THE OPPRESSED! BUT ONE DAY THE MIGHTY MAN OF STEEL SUDDENLY USES HIS SUPER-POWERS FOR SELFISH REASONS!... YES... INCREDIBLE AS IT SEEMS, THE WORLD'S GREATEST HERO BECOMES ITS GREATEST HEEL-- A TYRANT WHOSE SLIGHTEST WHIM IS LAW! AND ALL MANKIND TREMBLES WHEN HE SITS ON A MIGHTY THRONE AS...

SUPERMAN, KING OF EARTH!

WHAT AN EGO! SUPERMAN CARVING A COLOSSAL STATUE OF HIMSELF AS RULER OF THE WORLD! I JUST CAN'T BELIEVE MY EYES, CLARK! MAYBE IT'S AN IMPOSTOR!

IT'S THE REAL SUPERMAN! AND THERE'S NOTHING I CAN DO TO STOP HIS POWER-HUNGRY AMBITION TO BE MONARCH OF THIS PLANET!

ONE DAY, AS REPORTERS CLARK (SUPERMAN) KENT, AND JIMMY OLSEN COVER A CORONATION IN A MINOR TROPICAL KINGDOM...

IT'S A SHAME THE WAY ALL THOSE PEOPLE ARE FORCED TO BOW WHEN THE KING PASSES!

WE'D BETTER BOW TOO, CLARK! IT'S THE LAW OF THE LAND HERE!

BUT MEEK CLARK IS SUDDENLY DEFIANT...

BOW? NOT ME! AS AN AMERICAN, I DON'T HAVE TO GROVEL BEFORE ANYONE!

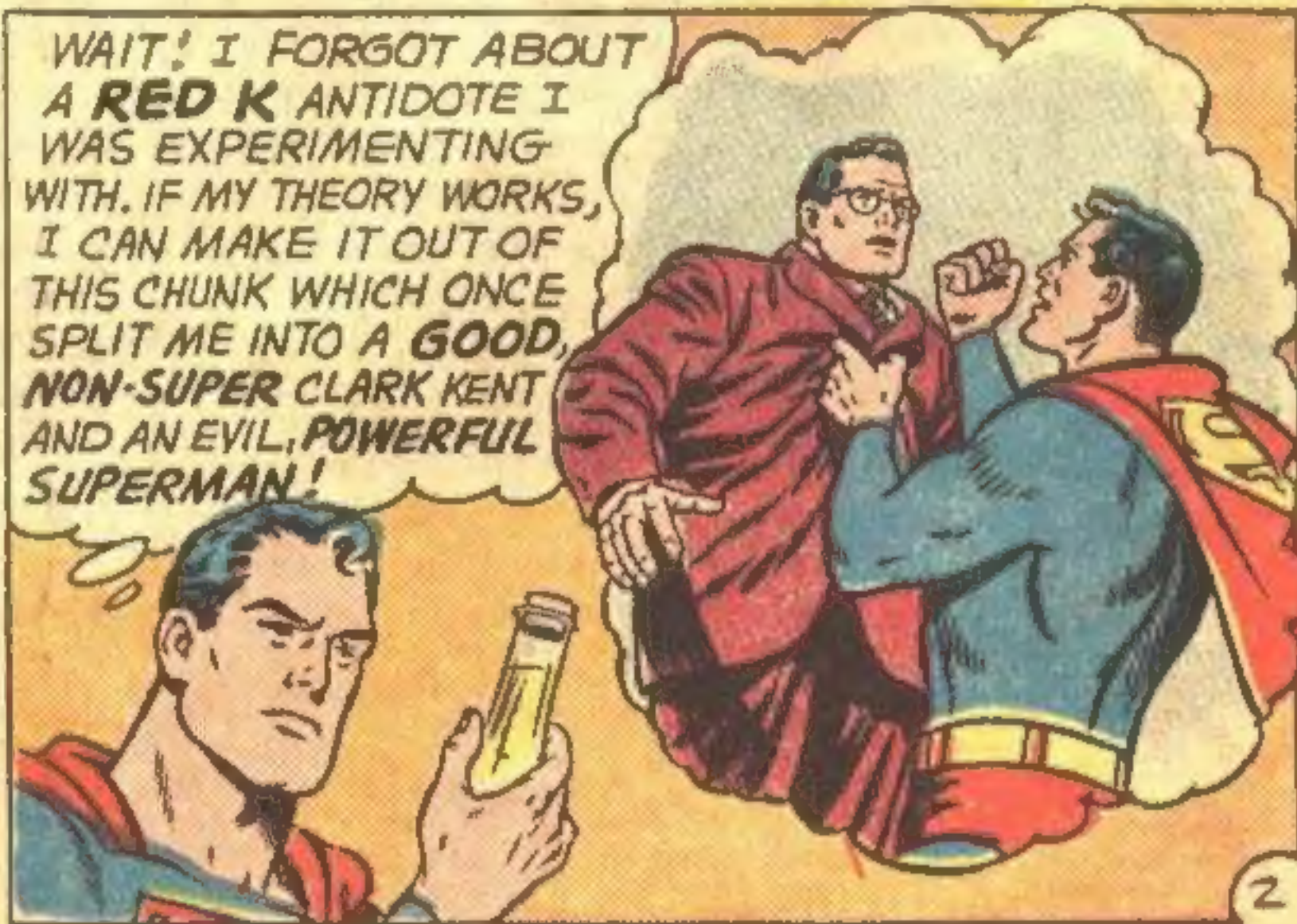
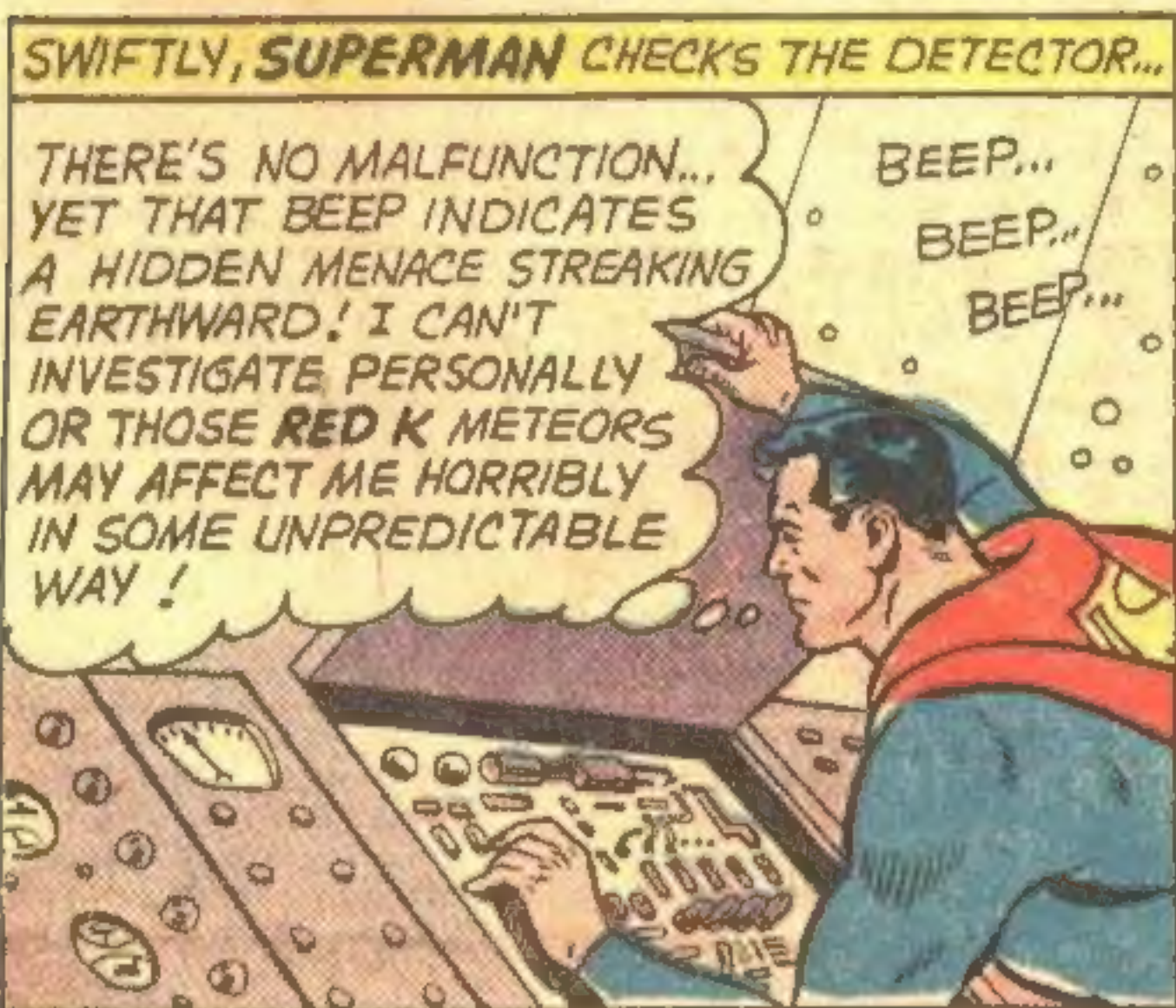
CLARK! IT'S A SIMPLE FORMALITY!... OH-OH! HERE COME THE ROYAL GUARDS!

"This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition, nor affixed to, nor as part of any advertising, literary or pictorial matter whatsoever."

ACTION COMICS, No. 311, April, 1964. Published monthly by NATIONAL PERIODICAL PUBLICATIONS, INC., 2nd & Dickey Sts., SPARTA, ILL. Editorial, Executive offices and Subscriptions, 575 LEXINGTON AVENUE, NEW YORK 22, N.Y. Mort Weisinger, Editor. SECOND CLASS POSTAGE PAID AT SPARTA, ILL. under the act of March 3, 1879. Yearly subscription in the U.S., \$1.40 including postage. Foreign, \$2.80 in American funds. Canada, \$1.70 in American funds. For advertising rates address Richard A. Feldon & Co.,

205 East 42nd St., New York 17, N. Y. Copyright 1964 by National Periodical Publications, Inc. All rights reserved under International and Pan-American Copyright Conventions. Except for those who have authorized use of their names, the stories, characters and incidents mentioned in this periodical are entirely imaginary and fictitious, and no identification with actual persons, living or dead, is intended or should be inferred.

Printed in U.S.A.





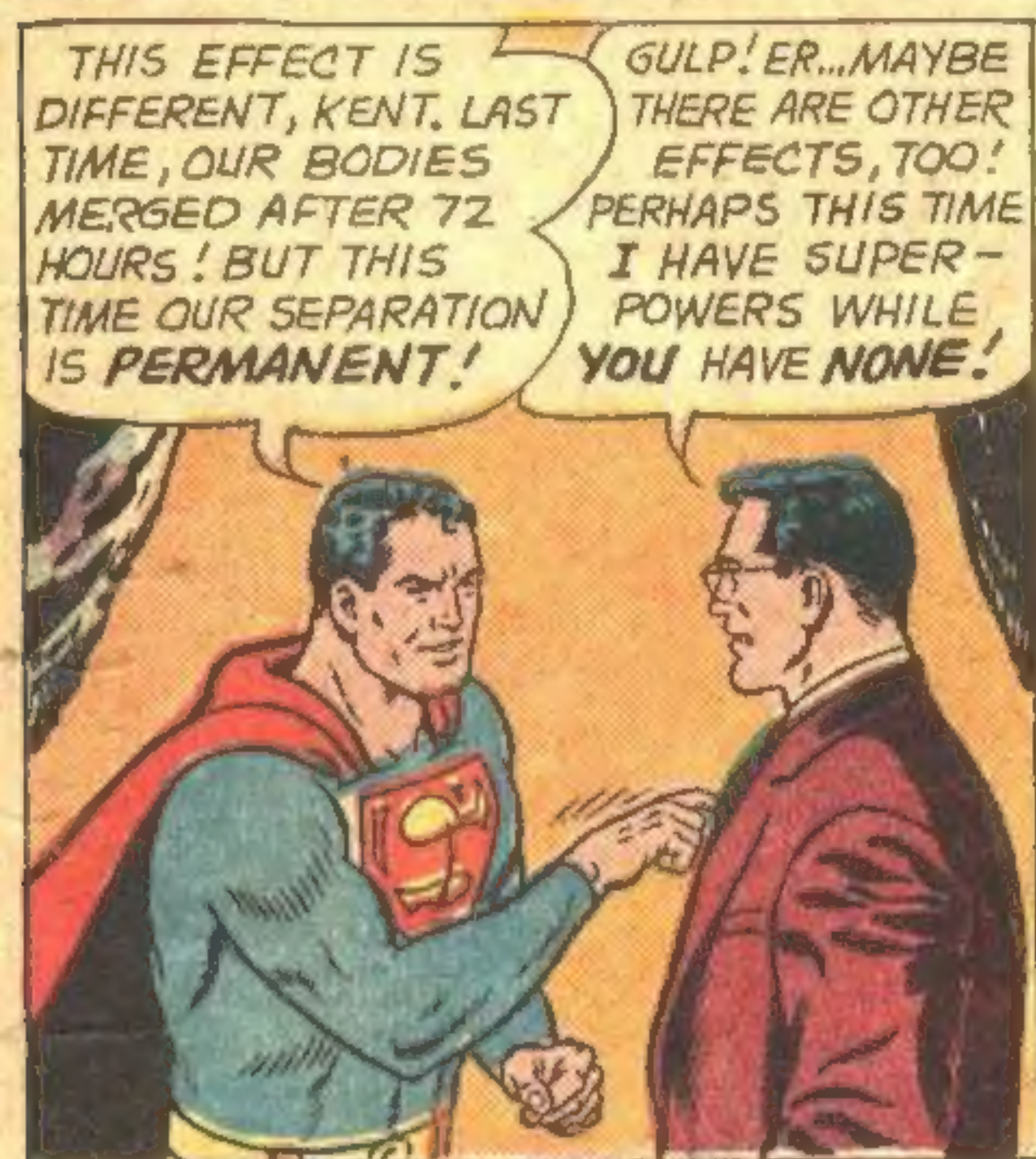
IF MY GUESS IS RIGHT, THIS SUPER-POWERFUL ACID WILL REACT WITH THE **RED KRYPTONITE**, CREATING FUMES THAT WILL IMMUNIZE ME FOREVER AGAINST THE EFFECTS OF **ALL** VARIETIES OF **RED K!**

SNIFF!



SUDDENLY, AN INCREDIBLE REACTION...

GASP! THE **RED KRYPTONITE** IS SPLITTING MY BODY INTO CLARK KENT AND **SUPERMAN** AGAIN!... BUT THAT'S IMPOSSIBLE! NO SAMPLE OF **RED K** CAN AFFECT ME THE SAME WAY TWICE!



THIS EFFECT IS DIFFERENT, KENT. LAST TIME, OUR BODIES MERGED AFTER 72 HOURS! BUT THIS TIME OUR SEPARATION IS **PERMANENT!**

GULP! ER...MAYBE THERE ARE OTHER EFFECTS, TOO! PERHAPS THIS TIME I HAVE SUPER-POWERS WHILE YOU HAVE **NONE!**



WE'LL CHECK YOUR THEORY, KENT! LET'S TEST OURSELVES AGAINST THE FRIGID TEMPERATURE OUTSIDE THE FORTRESS!

ULP! HE KICKED OPEN THE FORTRESS DOOR AS IF IT WERE CARDBOARD! WITH HIS SUPER-POWERS I'M LIKE A RAG-DOLL IN HIS HANDS!



HA, HA! YOU'RE TURNING BLUE WITH COLD, WHILE I'M PERFECTLY COMFORTABLE! WELL, WHICH ONE OF US IS SUPER NOW?

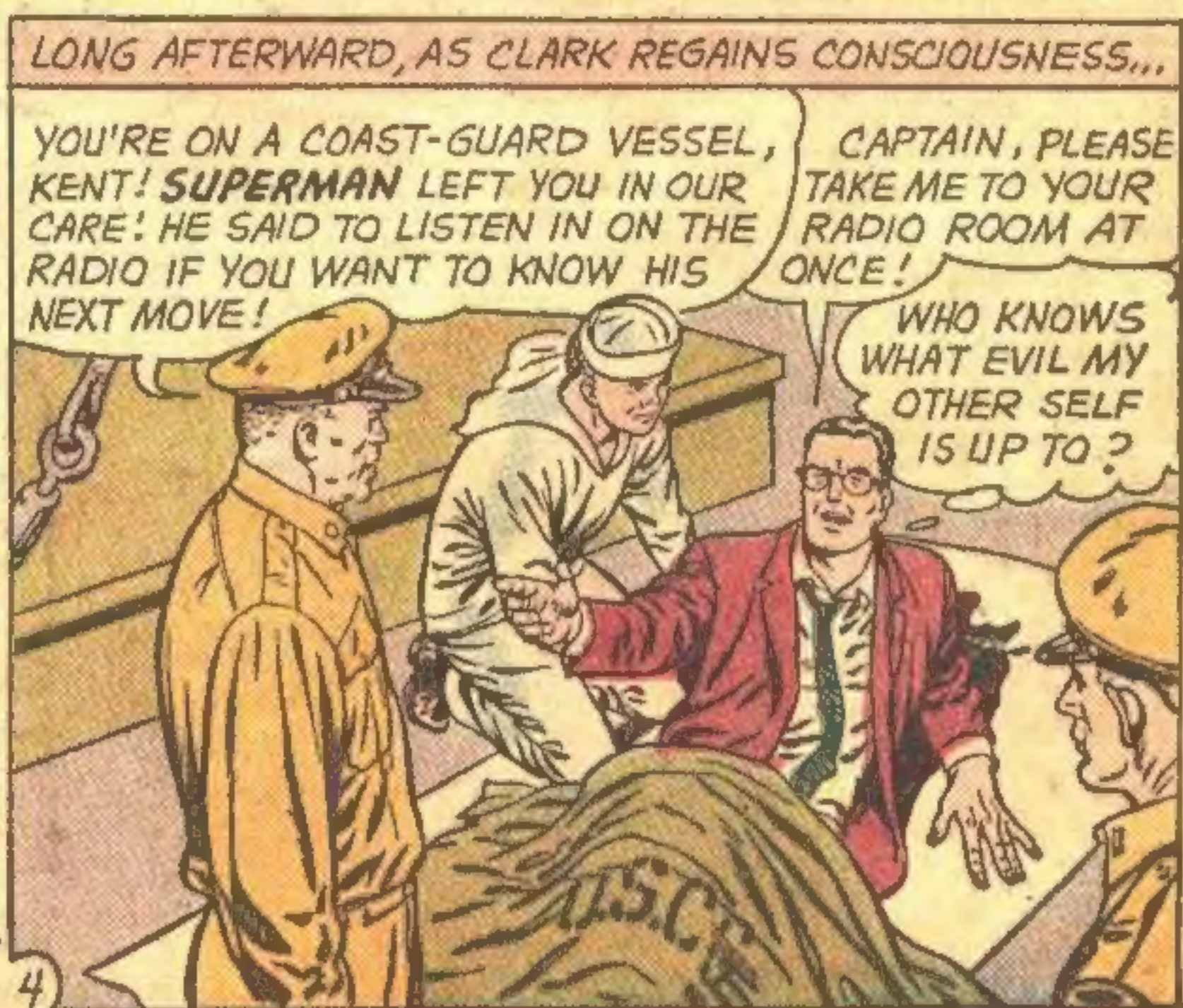
Y-Y-YOU ARE! I ADMIT IT! BRRRR! FOR PETE'S SAKE, TAKE ME INSIDE!



RETURNING INSIDE, **SUPERMAN** REPAIRS THE DOOR, THEN...

WAIT! DON'T TOUCH THAT BUTTON! YOU'LL BLACK OUT **KANDOR'S** EARTH MONITORS AND SEAL THE **SUPERMAN EMERGENCY SQUAD** IN THE BOTTLE!

EXACTLY WHAT I WANT TO DO, KENT! I DON'T WANT THOSE **KANDORIANS** TO INTERFERE WITH MY PLANS!



SOON, ON THE SHIP'S RADIO...

...AND NOW A FLASH FROM THE WMET NEWSROOM! **SUPERMAN** HAS REQUESTED AN EMERGENCY MEETING OF THE UNITED NATIONS TOMORROW, TO HEAR AN IMPORTANT ANNOUNCEMENT!

A U.N. MEETING! GROAN! HE MAY BE PLANNING SOME SINISTER DEED AGAINST THE WORLD! I MUST GET ASHORE AT ONCE!

LATER, AS A HELICOPTER FLIES BY TO PICK UP AN OFFICER FOR AN EMERGENCY FLIGHT TO SHORE, CLARK SHOWS HIS PRESS CARD AND HITCHES A RIDE...

HOW IRONIC! THE TRIP BACK TAKES AN HOUR! BEFORE, I COULD FLY THAT DISTANCE IN A FLASH!

RETURNING TO METROPOLIS, CLARK JOINS THE PLANET STAFF AT THE U.N. MEETING...

HOW EXCITING! CORRESPONDENTS FROM THE WORLD OVER HAVE COME TO HEAR **SUPERMAN'S** ANNOUNCEMENT. I'LL BET IT'S SOME PRICELESS GIFT FOR MANKIND!

GULP!! HOW CAN I TELL HER THE TRUTH?... THAT **SUPERMAN'S** FAR MORE LIKELY TO DO HARM THAN GOOD!

BUT AS THE MAN OF STEEL ENTERS THE CHAMBER...

A STANDING OVATION! HE'S BEING HONORED BY EVERY NATION IN THE WORLD! BUT WAIT TILL THEY FIND OUT HOW HE'S CHANGED!

BRAVO, SUPERMAN!

OLÉ, SUPERMAN!

VIVE, SUPER-HOMME!

A SHOCKING MOMENT LATER...

KEEP YOUR APPLAUSE! IT'S TIME I WAS REWARDED FOR CONSTANTLY GUARDING YOUR PLANET! I DEMAND YOU ELECT ME KING OF EARTH!

I SEE IT NOW! WHEN I SAW THAT KING CROWNED THE OTHER DAY, IT AFFECTED MY SUB-CONSCIOUS MIND! THEN, WHEN THE RED K SPLIT ME IN TWO, IT AFFECTED ME SO THAT NOW MY SUPER-SELF WANTS TO BE A SUPER-KING!

SUPERMAN'S DEMAND BRINGS AN UPROAR...



THE MAN IS A FRAUD!

THE REAL **SUPERMAN** WOULD NEVER ASK TO BE KING!

IT'S A HOAX!

THIS MUST BE SOMEONE IMPERSONATING OUR BELOVED **SUPERMAN**!

BUT TAKING OFF HIS SUPER-BOOT, THE SPEAKER PROVES HIS IDENTITY...



SILENCE, YOU PUNY MORTALS! EITHER YOU ELECT ME **KING** OF EARTH IN 48 HOURS, OR YOU FACE THE CONSEQUENCES!

HE'S **SUPERMAN**, ALL RIGHT! BUT WHY IS HE SUDDENLY BEHAVING LIKE A DICTATOR?

BLAMMM

AS THE INCREDIBLE SCENE IS WITNESSED ON THE NATION'S TV SCREENS...



DAD! **SUPERMAN** STANDS FOR LAW, ORDER AND JUSTICE! WHY IS HE ACTING LIKE A TYRANT?

I DON'T KNOW, SON!



I NEVER THOUGHT I'D SEE THE DAY WHEN **SUPERMAN** WOULD USE HIS POWERS FOR SELFISH REASONS!



OUR STUDIO IS RUINED! THAT FILM WE MADE, "**SUPERMAN, SUPER-HERO**", WILL HAVE TO BE JUNKED!

XALA ZMIF

AFTER SUPERMAN LEAVES...



ALL THE DELEGATES ARE HURRYING BACK TO CONSULT THEIR LEADERS BEFORE GRANTING **SUPERMAN'S** DEMANDS! HE'S A DISGRACE TO AMERICA! CAN'T WE STOP HIM?

EXCUSE ME, LOIS, I WANT TO SEE THE AMERICAN DELEGATE!

MOMENTS LATER, OUTSIDE THE U.N....



THAT'S RIGHT, MR. AMBASSADOR, I BELIEVE I HAVE VITAL INFORMATION WHICH CAN HELP US BLOCK **SUPERMAN'S** AMBITIONS TO BE KING!

EXCELLENT, KENT! I'M FLYING TO WASHINGTON AT ONCE! YOU'LL COME WITH ME TO THE PENTAGON!

THAT AFTERNOON, CLARK ADDRESSES THE JOINT CHIEFS OF STAFF...

GENTLEMEN, I KNOW HOW TO FOIL **SUPERMAN'S** PLANS! THE ANSWER IS IN HERE!

GASP! **SUPERMAN** HIMSELF BUILT THAT SECURITY-PROOF VAULT! HE STORED WEAPONS CAPABLE OF DESTROYING ANY EVIL SUPER-BEING THREATENING EARTH INSIDE! BUT NO ONE KNOWS THE COMBINATION, AND WE CAN'T BLAST IT OPEN-- IT'S MADE FROM AN INDESTRUCTIBLE METAL FROM ANOTHER WORLD!



BECAUSE I'M VERY CLOSE TO **SUPERMAN**, HE TOLD ME ABOUT THE VAULT AND GAVE ME THE SECRET COMBINATION BEFORE HE BECAME POWER-HUNGRY!

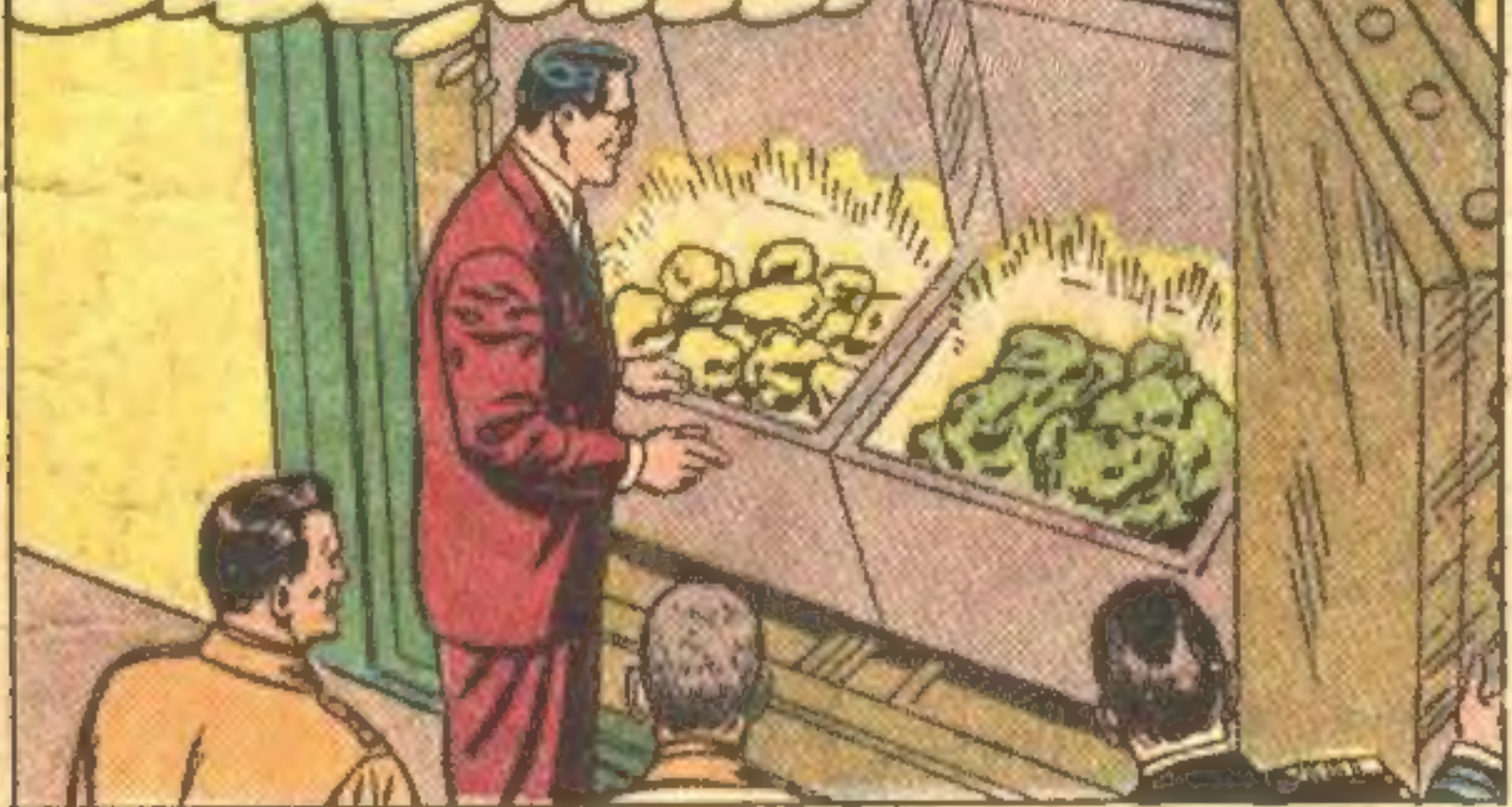
LUCKILY HE TRUSTED YOU, KENT! I'LL BET HE NEVER DREAMED YOU'D USE THIS SECRET AGAINST HIM!

THEY DON'T REALIZE I KNOW THE COMBINATION BECAUSE I STILL HAVE **SUPERMAN'S** MEMORIES, EVEN THOUGH I NO LONGER HAVE HIS POWERS!



THERE! AN ANTI-**SUPERMAN** ARSENAL! **GOLD KRYPTONITE** WHICH CAN REMOVE HIS POWERS AND ENOUGH **GREEN K** TO KILL HIM!

SINCE I'M NOT SUPER NOW, THESE KRYPTONITE SAMPLES CAN'T AFFECT ME! IT'S GREAT TO BE IMMUNE TO THE STUFF FOR A CHANGE. BUT WHAT A PRICE I'M PAYING!



BUT TO CLARK'S DISAPPOINTMENT...

SORRY, KENT, WE CAN'T ALLOW YOU TO USE KRYPTONITE AGAINST **SUPERMAN**! IT WOULDN'T BE **LEGAL**! SO FAR, HE HASN'T COMMITTED ANY CRIME EVEN THOUGH WE DON'T TRUST HIS MOTIVES, HE'S ENTITLED TO HIS RIGHTS!

THAT'S TRUE! BUT HOW ELSE CAN WE STOP **SUPERMAN**? HE'LL BE BACK AT THE U.N. FOR THEIR ANSWER, SOON!



THE NEXT DAY, THE U.N. REASSEMBLES UNDER THE EYES OF **SUPERMAN**...

THE QUESTION BEFORE US IS WHETHER OR NOT TO MAKE **SUPERMAN** THE KING OF EARTH! THE MEMBERS WILL NOW VOTE!



YES!

NO! NEVER!

NYET!

NEIN!

NON!

SI!

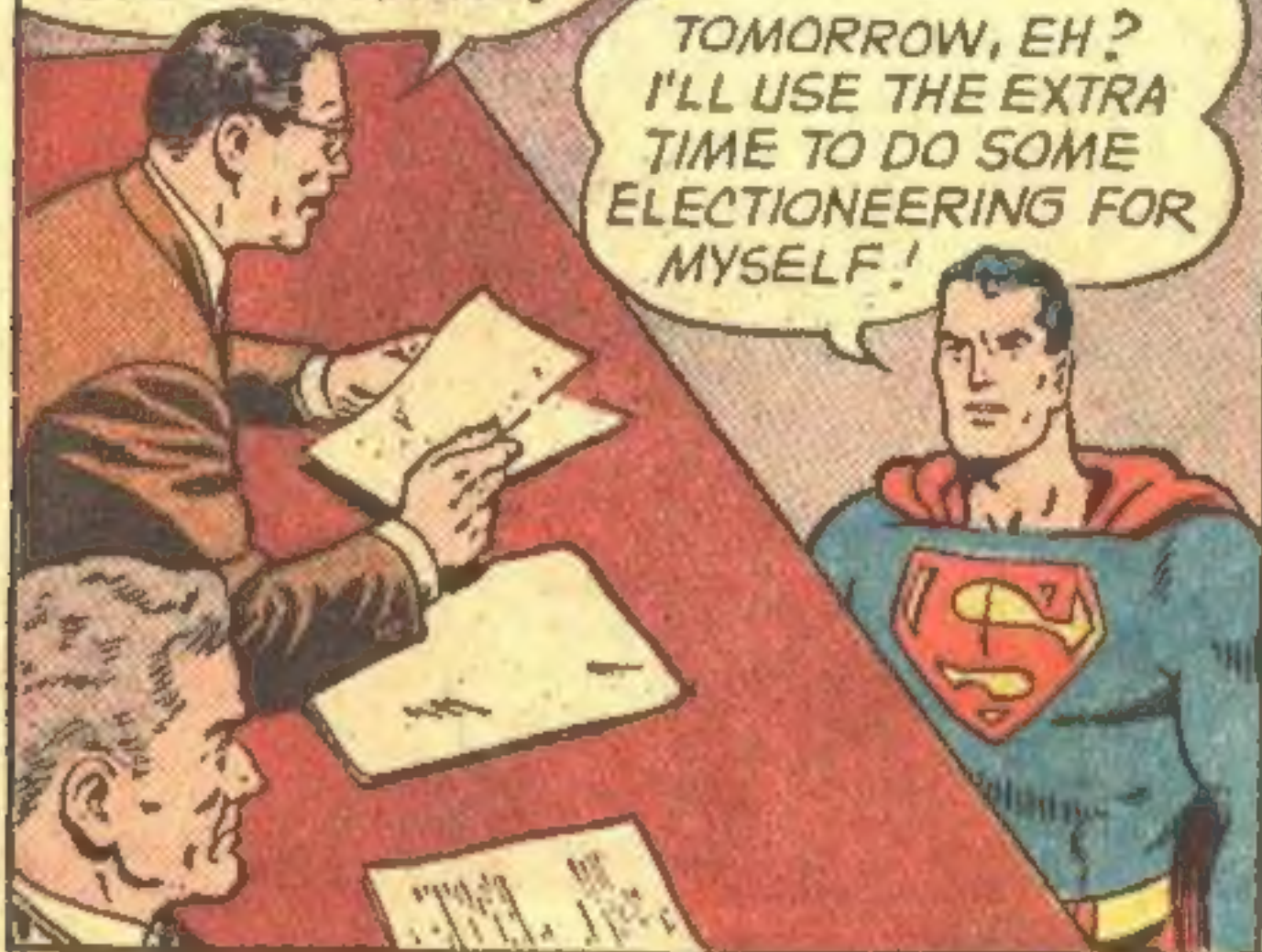
OUI!

ABSTAIN!

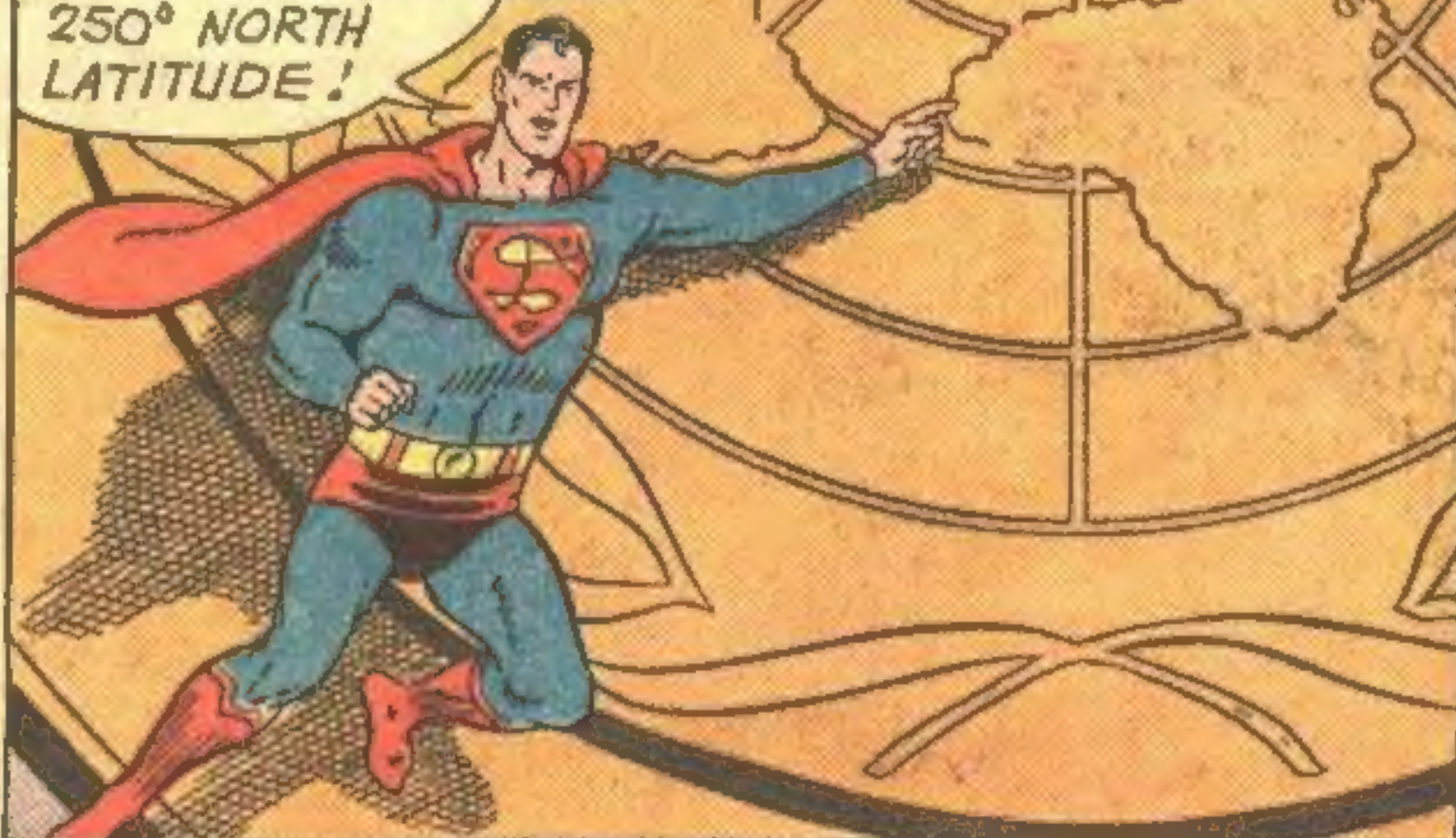
ALL LISTEN BREATHLESSLY FOR THE RESULTS OF THE VOTE...

IT'S 50 VOTES FOR YOU, AND 50 AGAINST! THE REST ABSTAINED! IT'S A DEADLOCK! WE'LL HOLD ANOTHER VOTE TOMORROW!

TOMORROW, EH? I'LL USE THE EXTRA TIME TO DO SOME ELECTIONEERING FOR MYSELF!



WITHIN TWO HOURS I'LL GIVE YOU A PREVIEW OF WHAT MAY HAPPEN SHOULD YOU FAIL TO ELECT ME KING! MY DEMONSTRATION WILL TAKE PLACE AT 10° WEST LONGITUDE AND 250° NORTH LATITUDE!



AS SUPERMAN STREAKS AWAY...

MR. CHAIRMAN! THAT LOCATION IS IN OUR COUNTRY! WE HAVE A MILITARY BASE NEARBY! WE'LL ORDER IT TO FOCUS TV CAMERAS ON SUPERMAN WHEN HE GOES INTO ACTION!

GROAN! I'M WORRIED SICK WONDERING WHAT EVIL PLAN MY OTHER SELF HAS IN MIND!

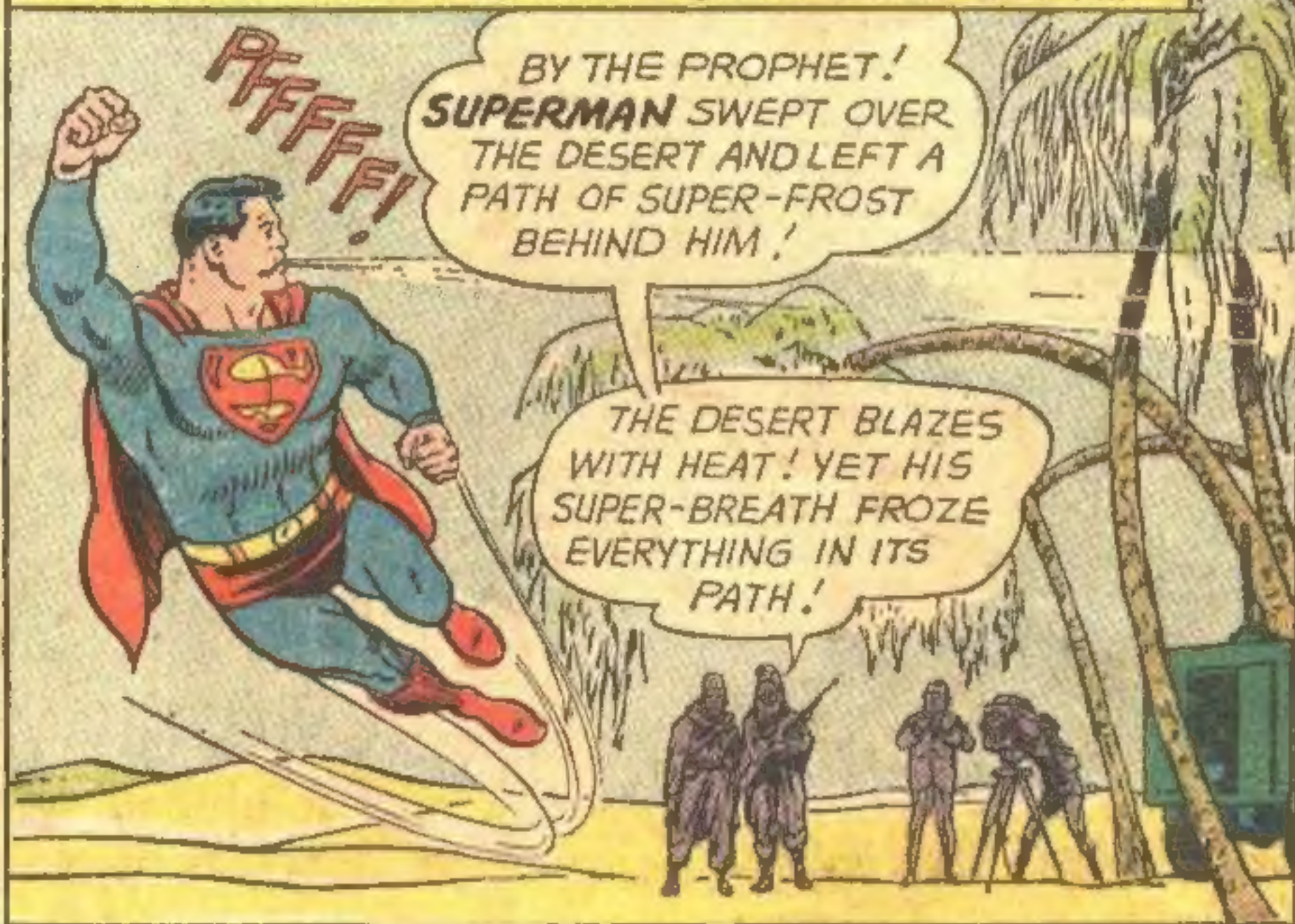


HOURS LATER, DESERT SENTRIES SEE A WEIRD SIGHT...

PFFFFF!

BY THE PROPHET! SUPERMAN SWEEPED OVER THE DESERT AND LEFT A PATH OF SUPER-FROST BEHIND HIM!

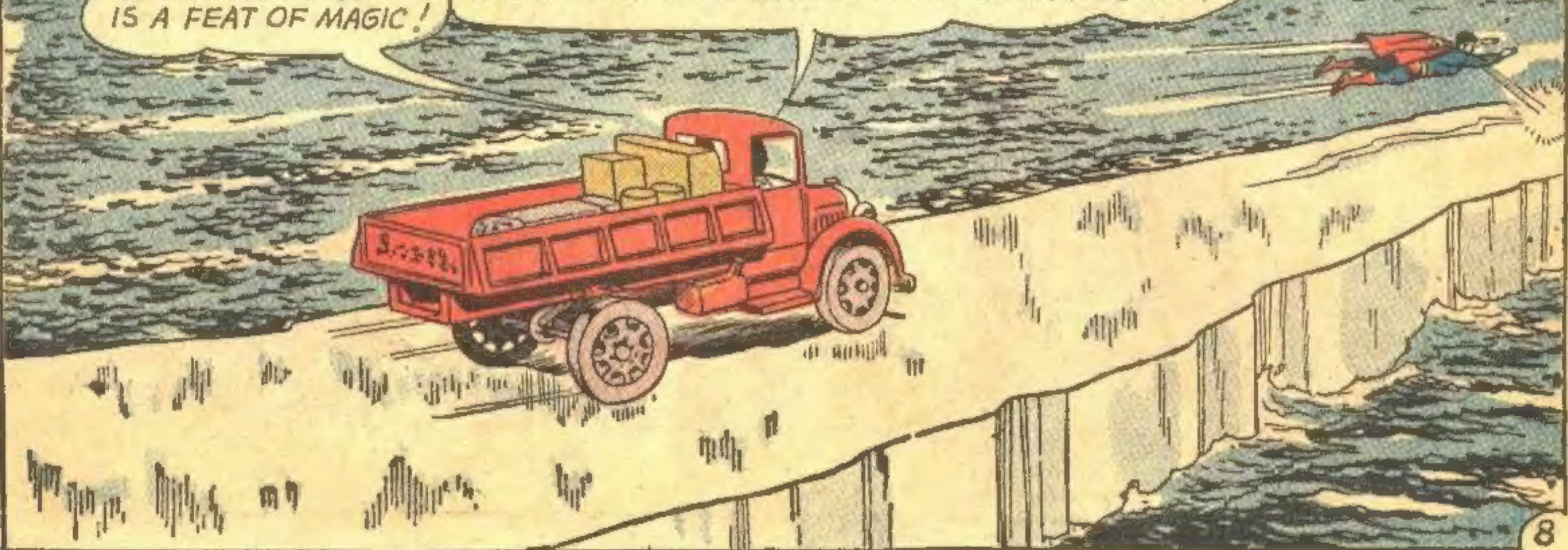
THE DESERT BLAZES WITH HEAT! YET HIS SUPER-BREATH FROZE EVERYTHING IN ITS PATH!



AND AS SUPERMAN SWEEPS OUT OVER THE SEA...

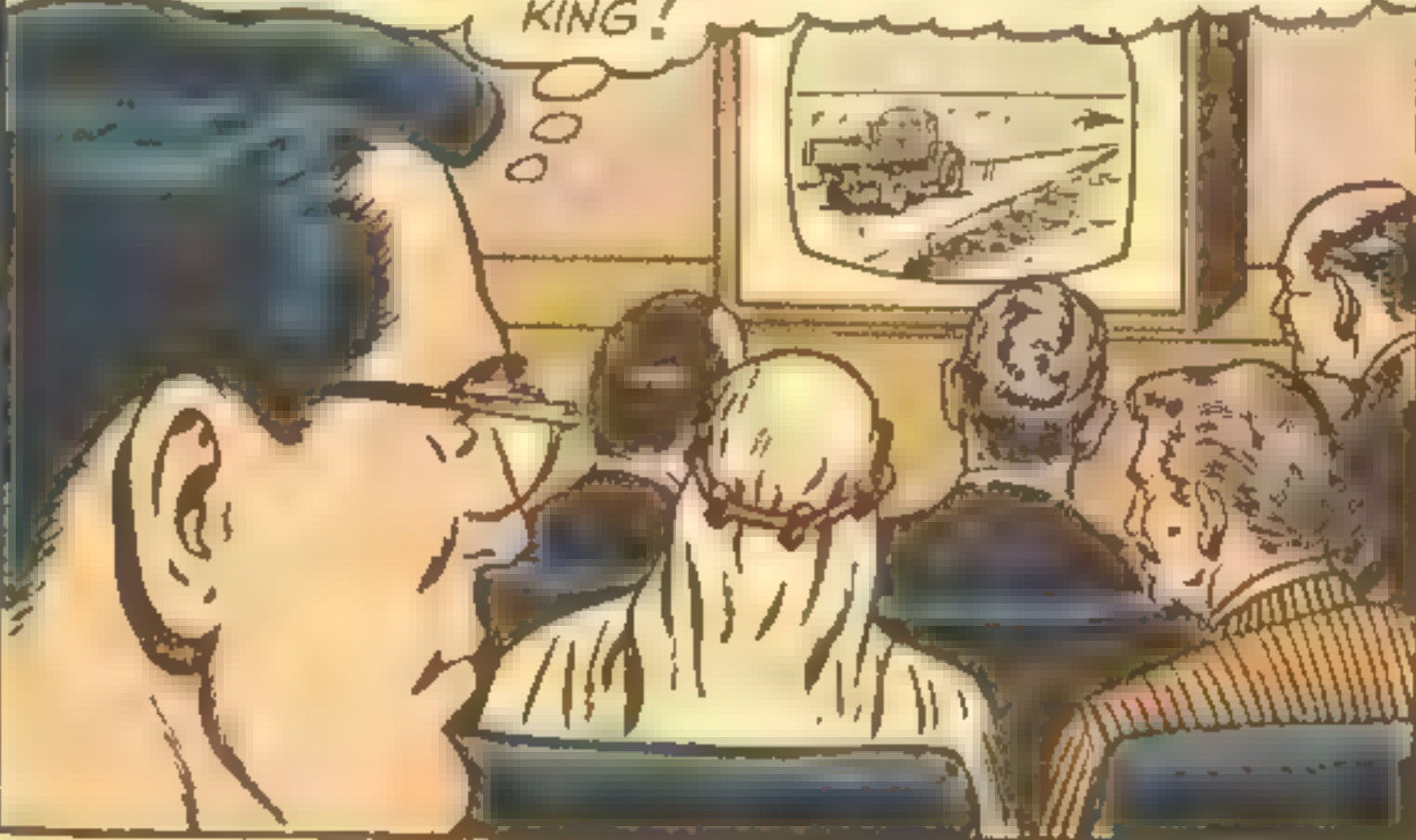
A BRIDGE OF ICE LEADING TO THE OFF-SHORE ISLANDS! IT IS A FEAT OF MAGIC!

NO! IT IS A SUPER-DEED PERFORMED BY THE MIGHTY ONE THEY CALL SUPERMAN! JUST AS YOU AND I CAN COOL A HOT BOWL OF SOUP BY BLOWING ON IT, A BLAST OF HIS BREATH CAN FREEZE AN OCEAN!



MEANWHILE, THE TELSTAR SATELLITE TRANSMITS THE STARTLING EVENTS TO THE U.N. ...

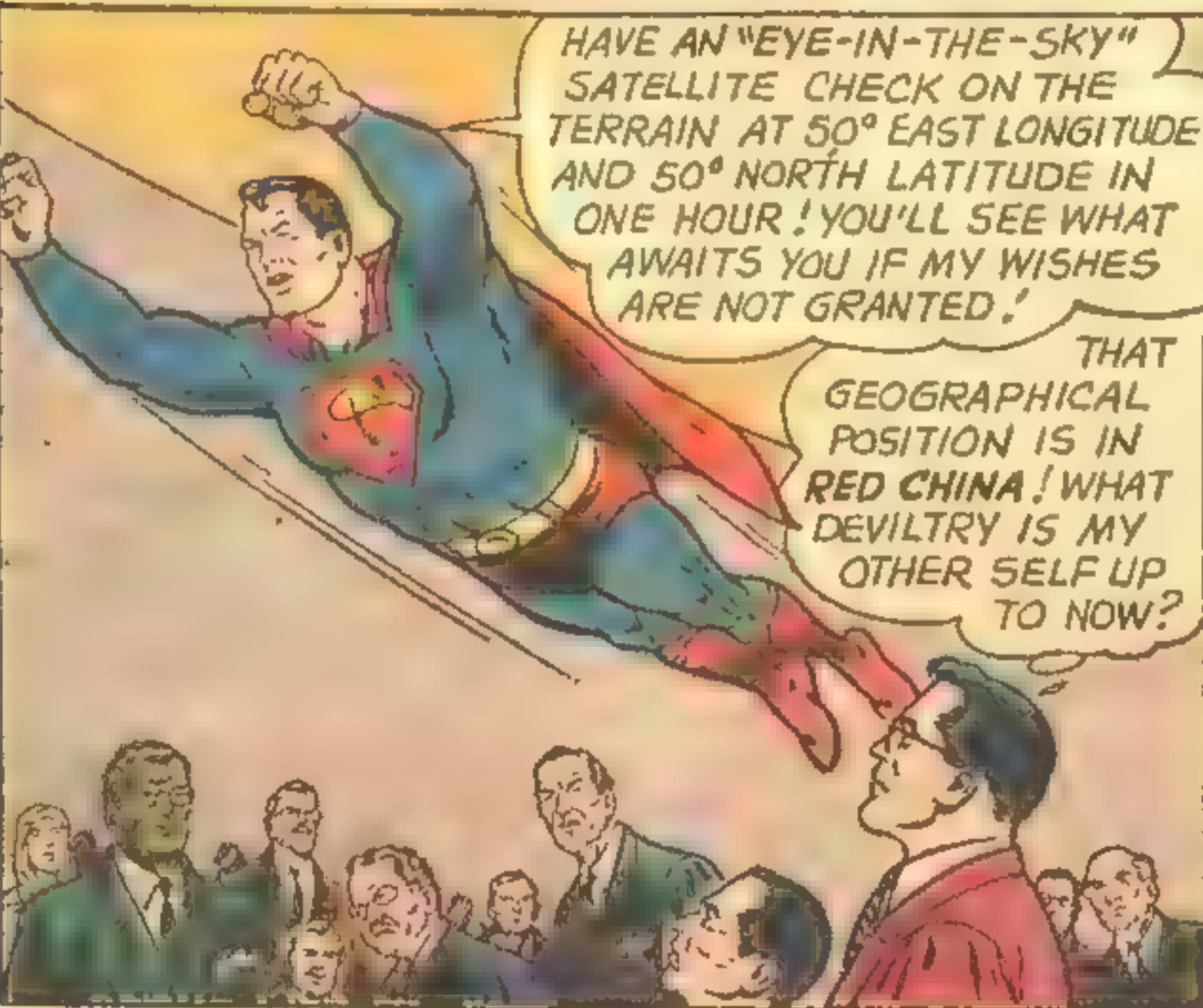
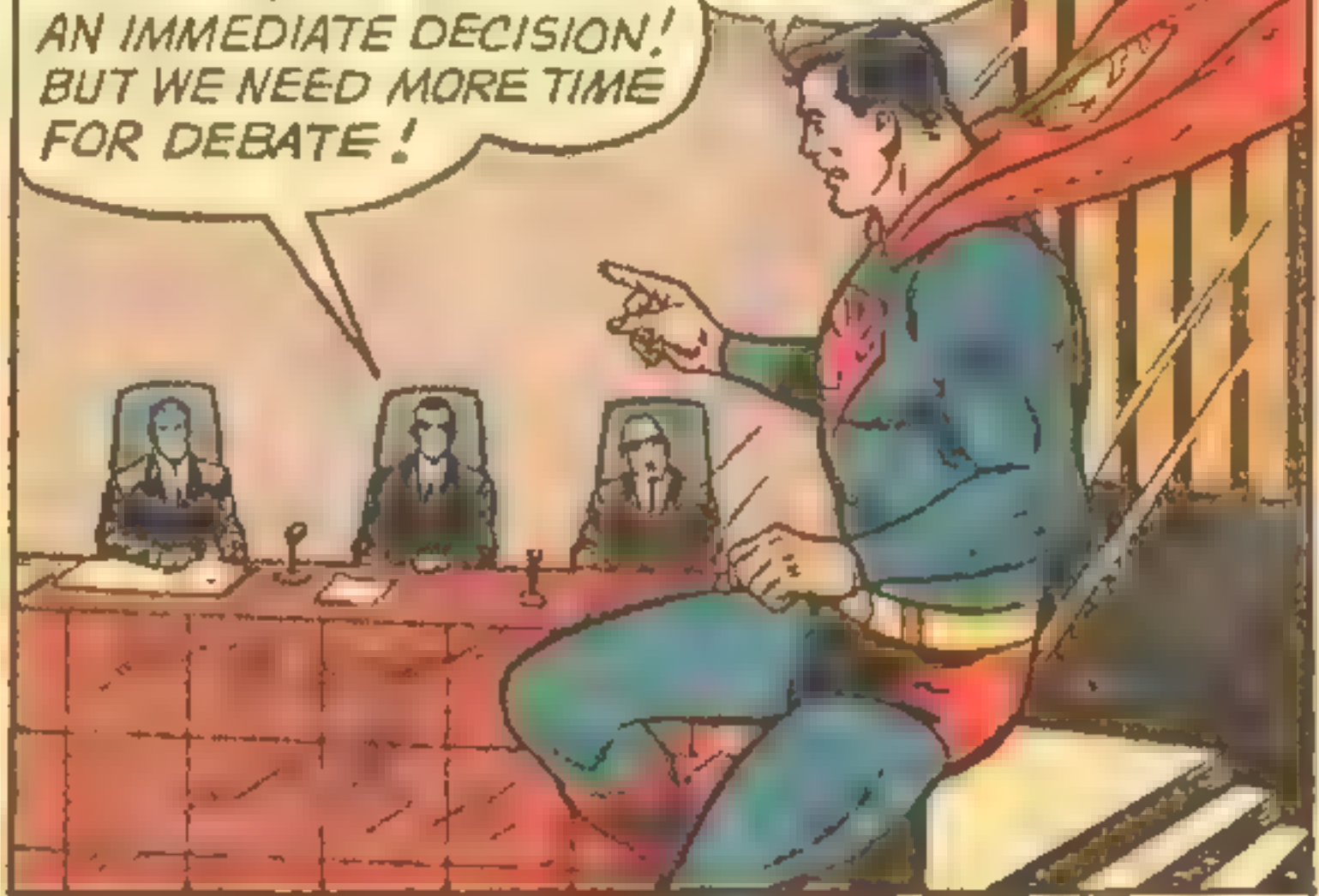
“GULP!” A BAND OF SUPER-FROST SOLIDIFYING A ROAD INTO THE OCEAN! THE RED K MUST HAVE MAGNIFIED HIS SUPER-BREATH TO THE ULTIMATE! “GROAN!” THAT’S AN OPEN THREAT HE’LL FREEZE THE ENTIRE WORLD UNLESS WE MAKE HIM KING!



FLASHING BACK OVER THE SEA, SUPERMAN REVISITS THE U.N. ...

WE SAW YOUR SUPER-DEED, SUPERMAN! WE KNOW YOU’RE TRYING TO FORCE AN IMMEDIATE DECISION! BUT WE NEED MORE TIME FOR DEBATE!

WHAT YOU NEED IS MORE CONVINCING TO HELP YOU MAKE UP YOUR MIND!

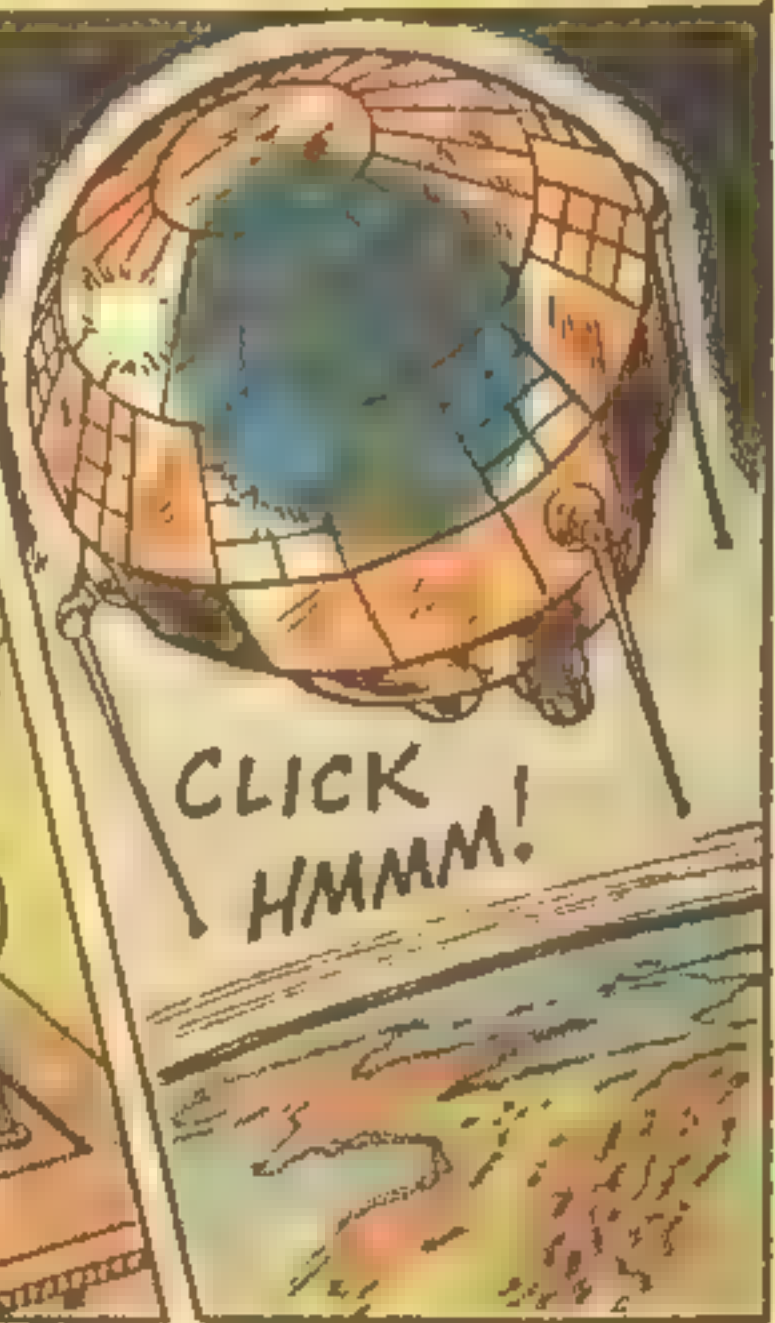


HAVE AN “EYE-IN-THE-SKY” SATELLITE CHECK ON THE TERRAIN AT 50° EAST LONGITUDE AND 50° NORTH LATITUDE IN ONE HOUR! YOU’LL SEE WHAT AWAITS YOU IF MY WISHES ARE NOT GRANTED!

THAT GEOGRAPHICAL POSITION IS IN RED CHINA! WHAT DEVILTRY IS MY OTHER SELF UP TO NOW?

SOON, IN A SECRET CONTROL ROOM IN FLORIDA...

A SPECIAL REQUEST FROM THE U.N.! THEY WANT OUR “EYE” SATELLITE TO FOCUS ON THIS POINT IN ASIA! ACTIVATE THE TELEPHOTO LENS!



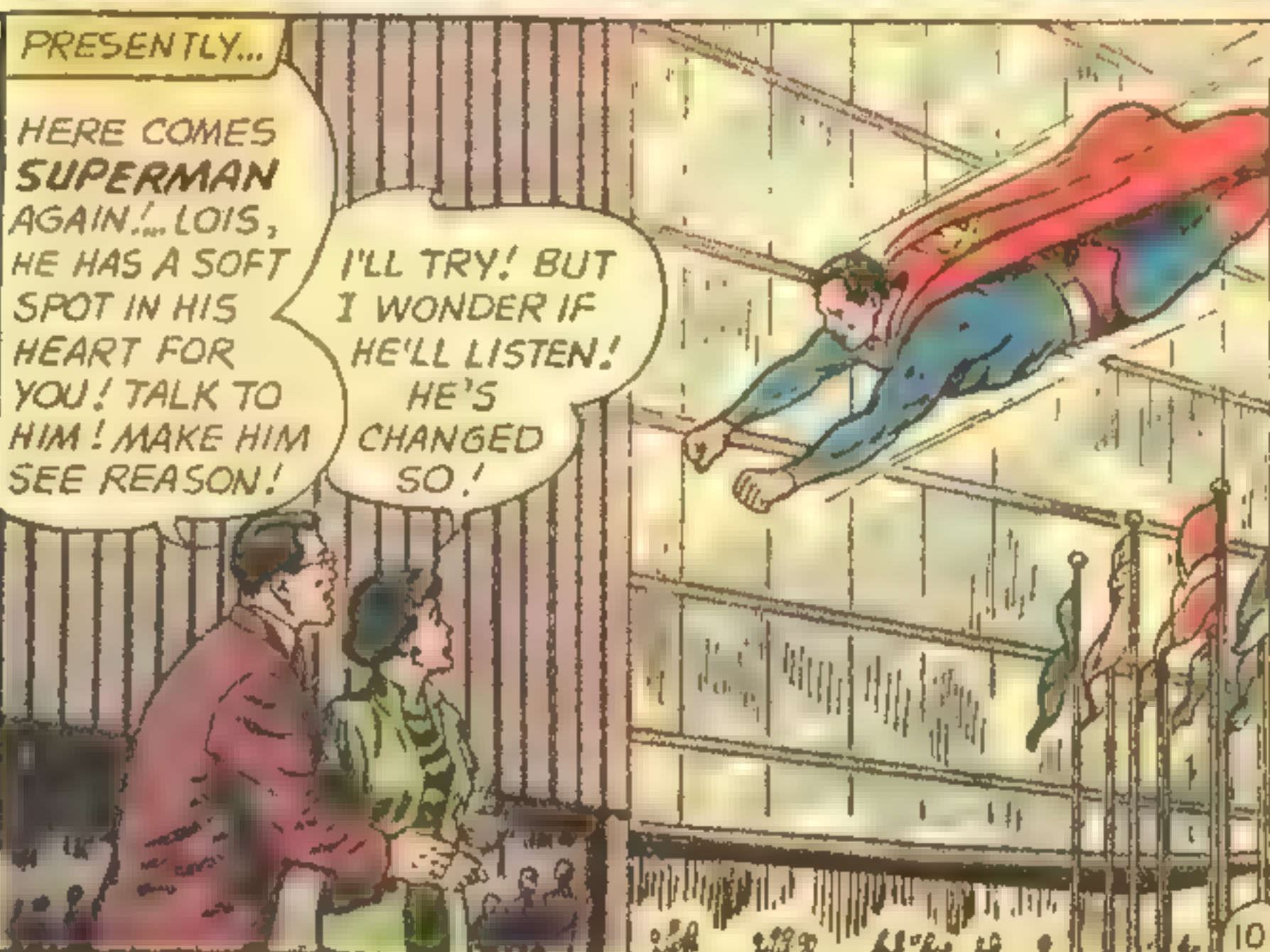
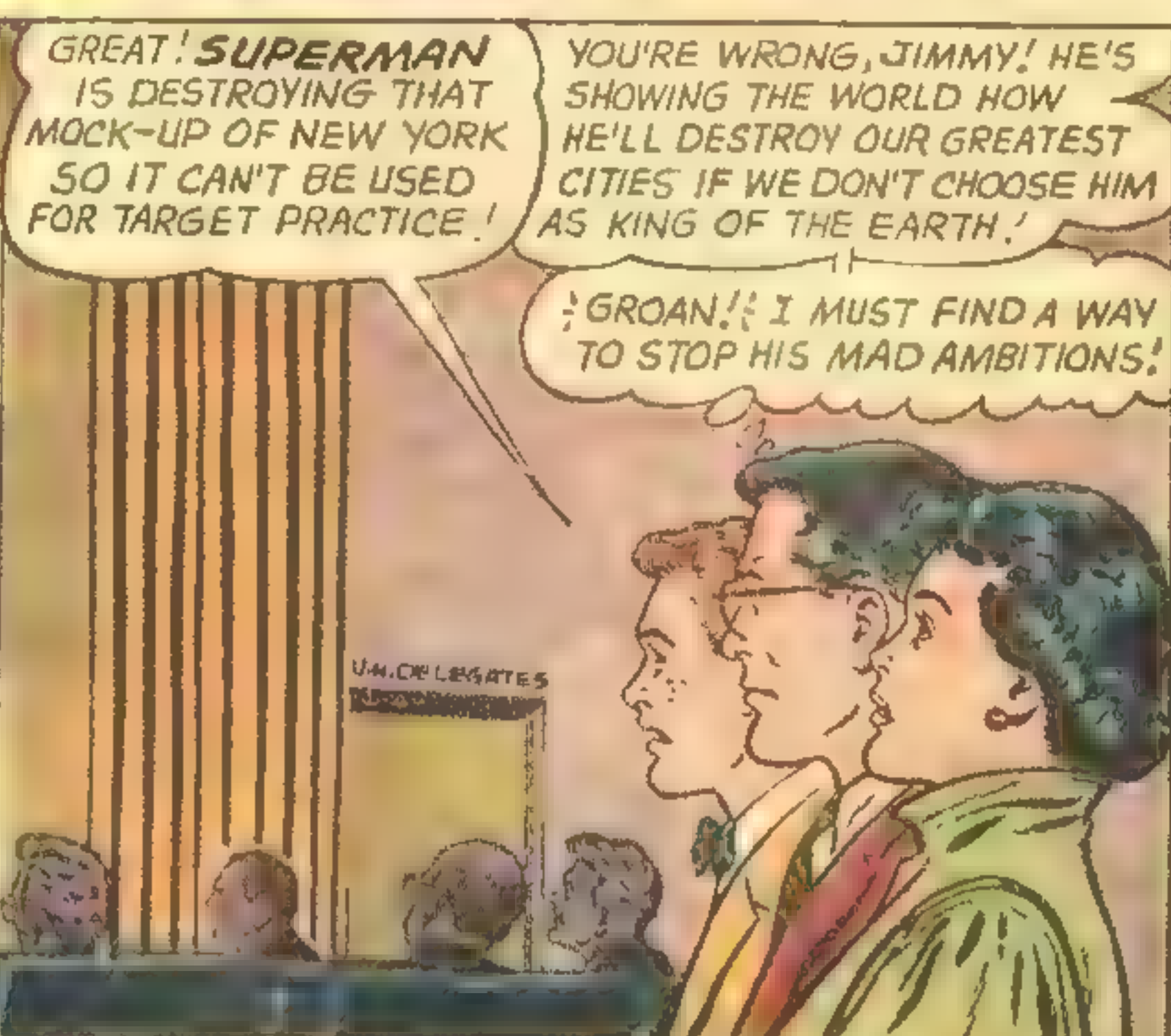
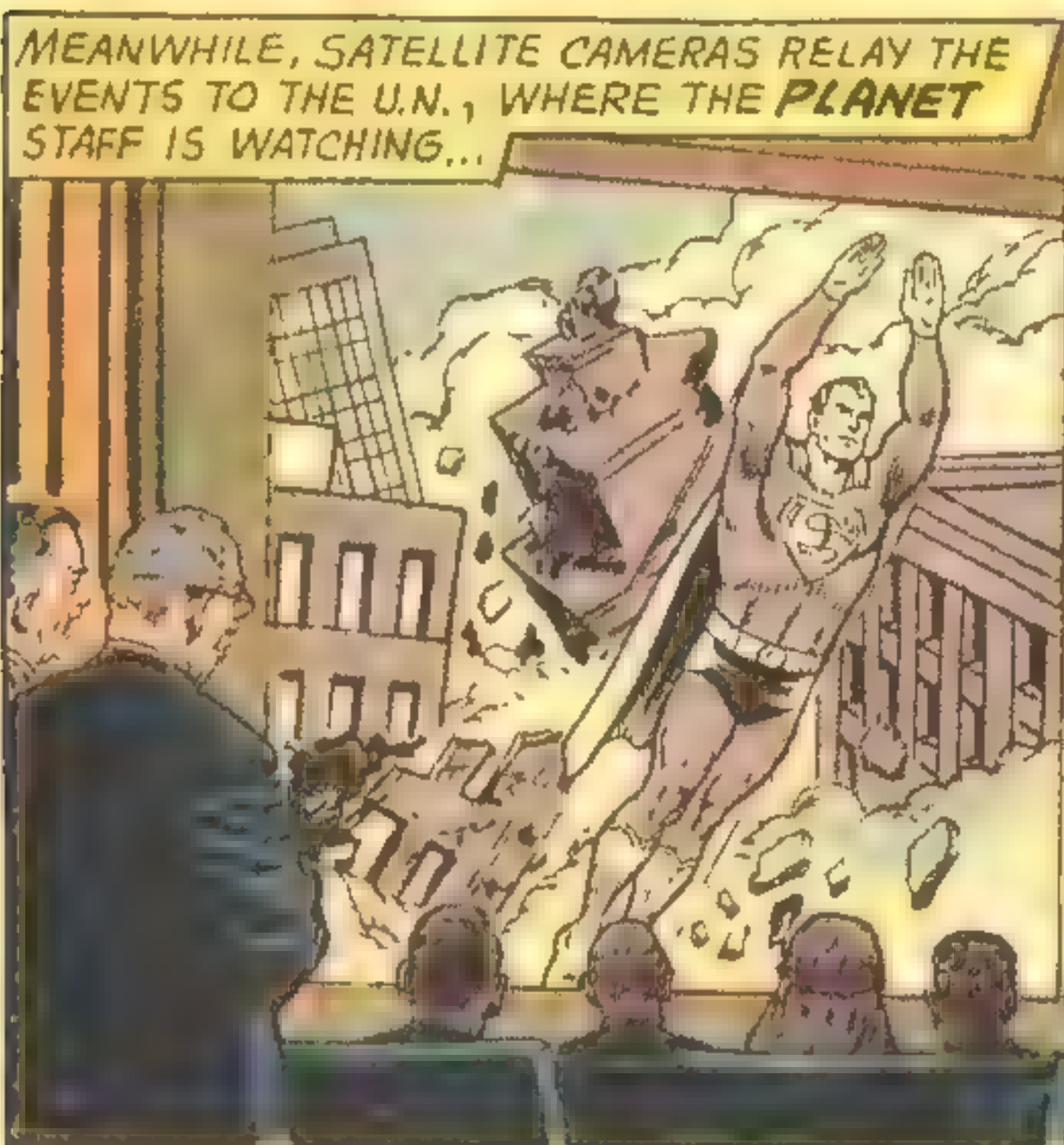
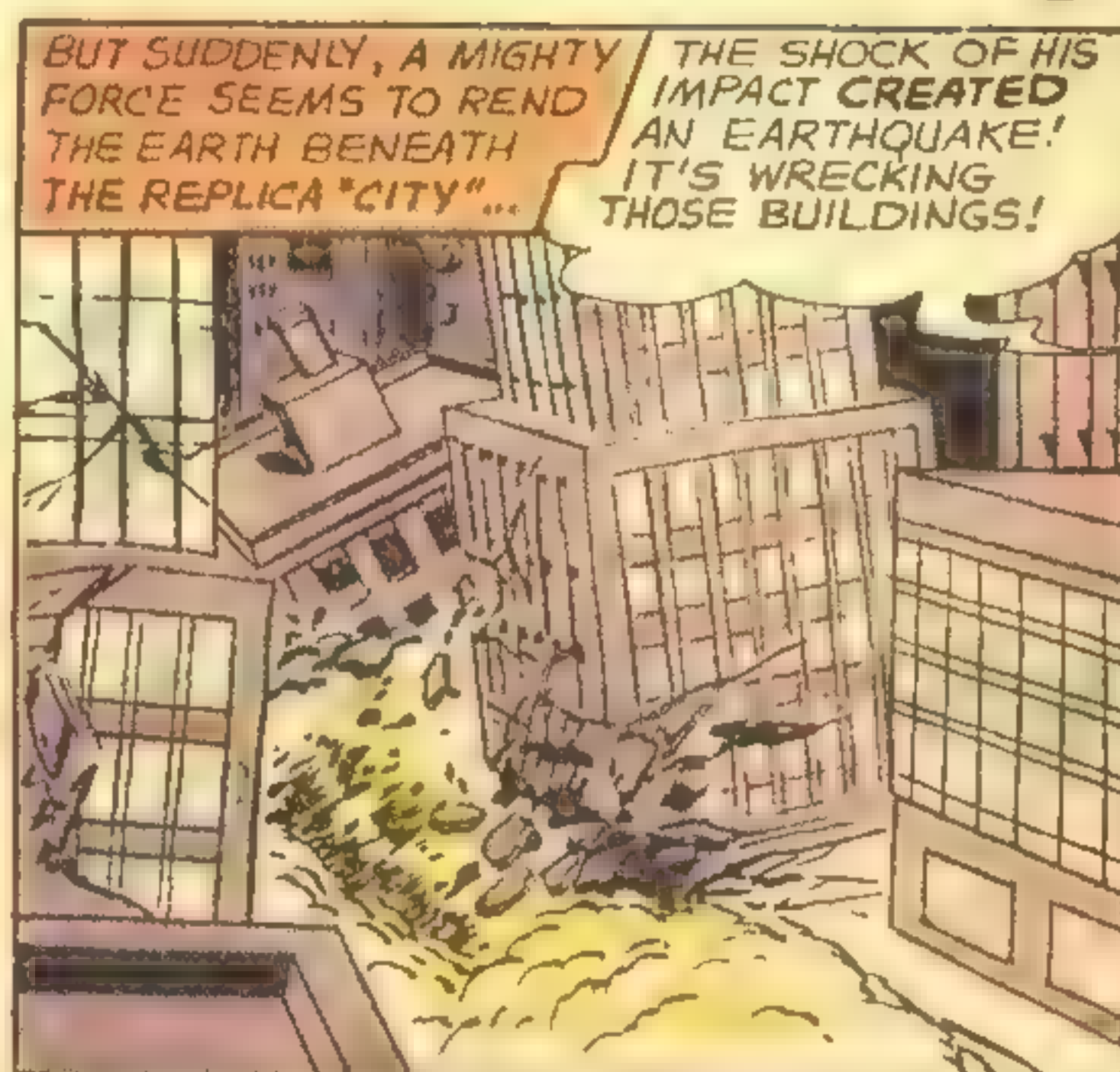
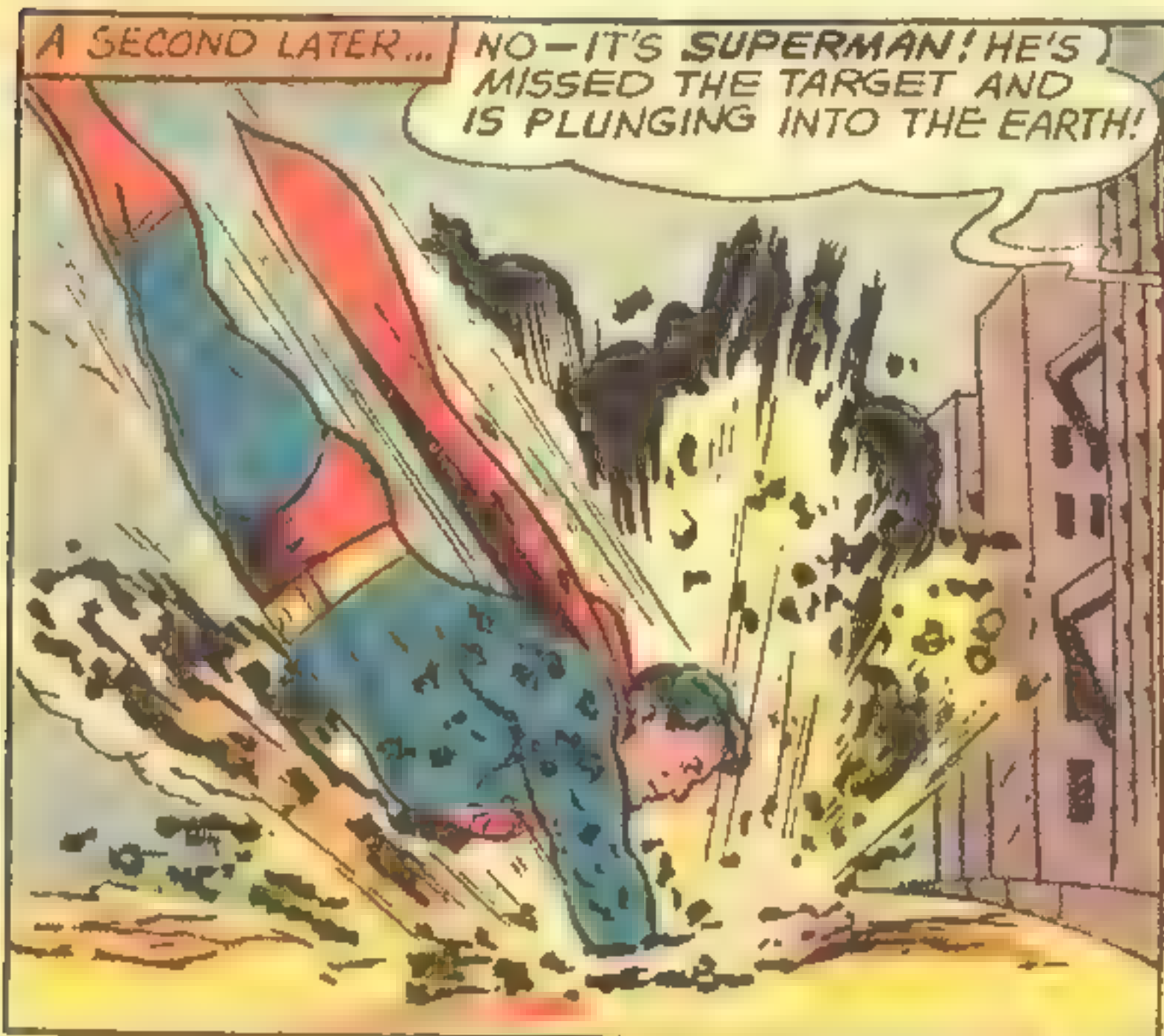
CLICK HMMM!

AT THAT MOMENT, IN A REMOTE ASIATIC AREA, AN INCREDIBLE SERIES OF EVENTS TAKE PLACE...

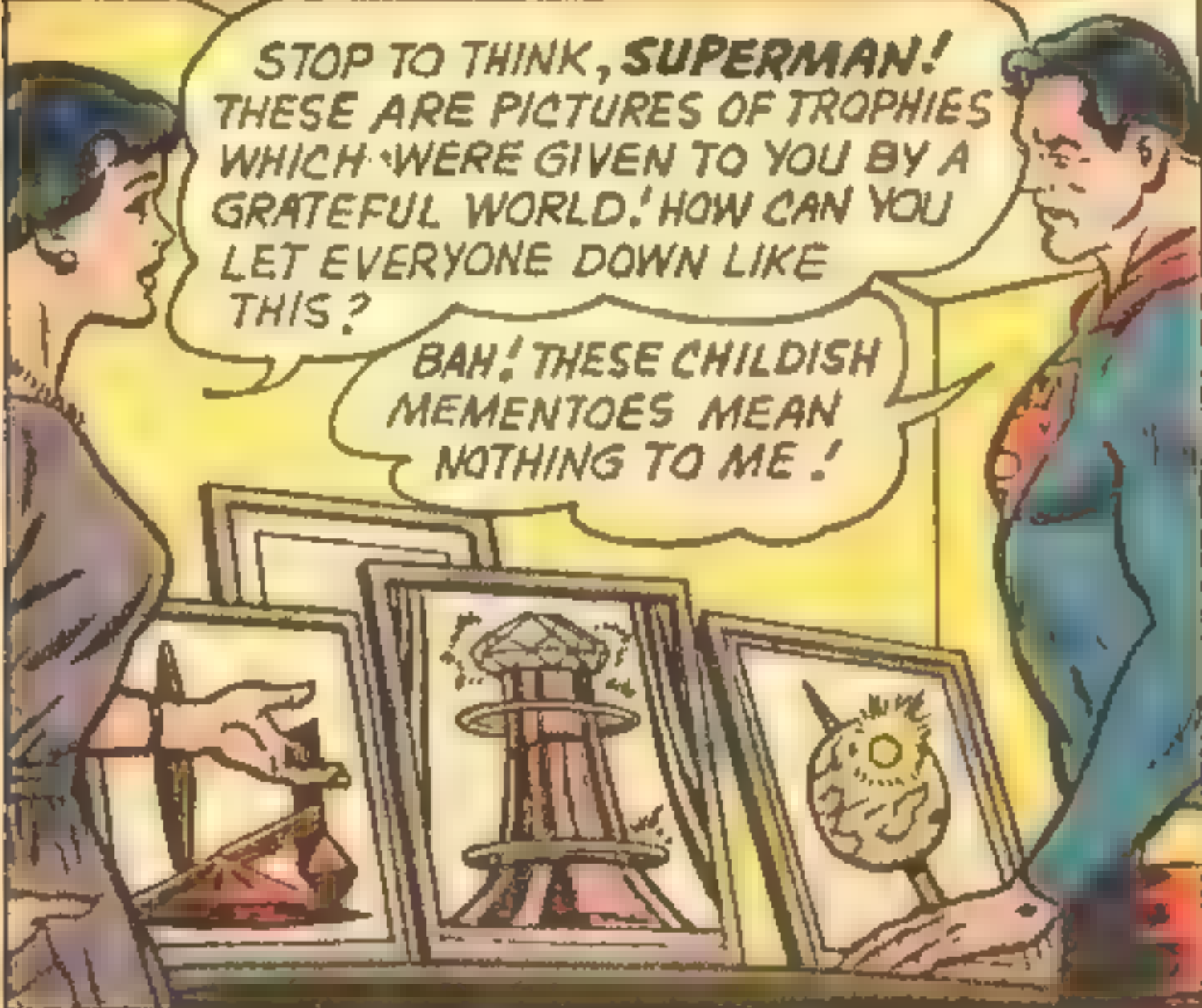


A RED-AND-BLUE STREAK! IT IS HEADING STRAIGHT FOR THAT MOCK-UP DUPLICATE OF NEW YORK WHICH WE BUILT OUT HERE TO TEST OUR LATEST WEAPONS!

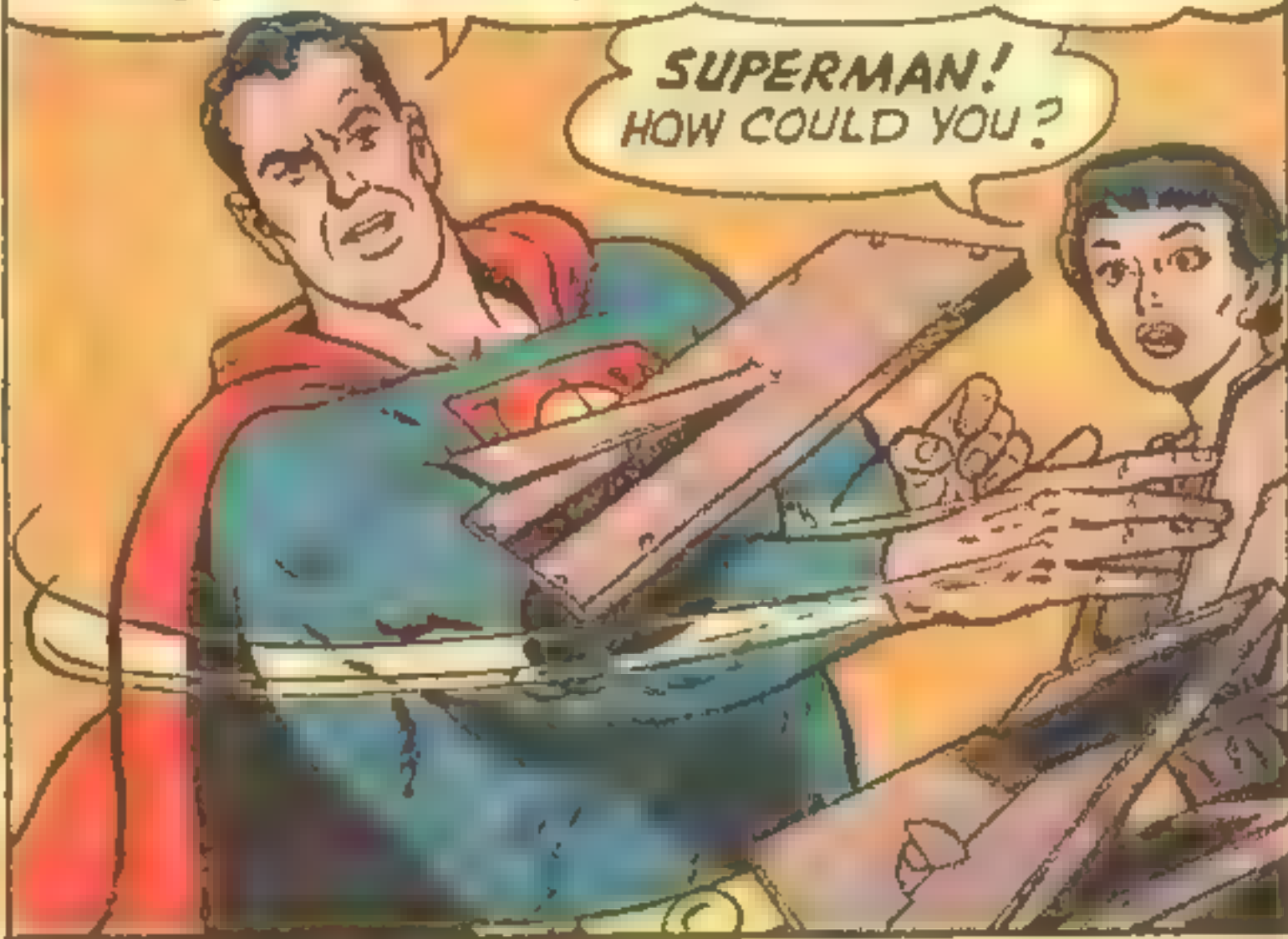
PERHAPS IT’S ONE OF OUR OWN ROCKETS!



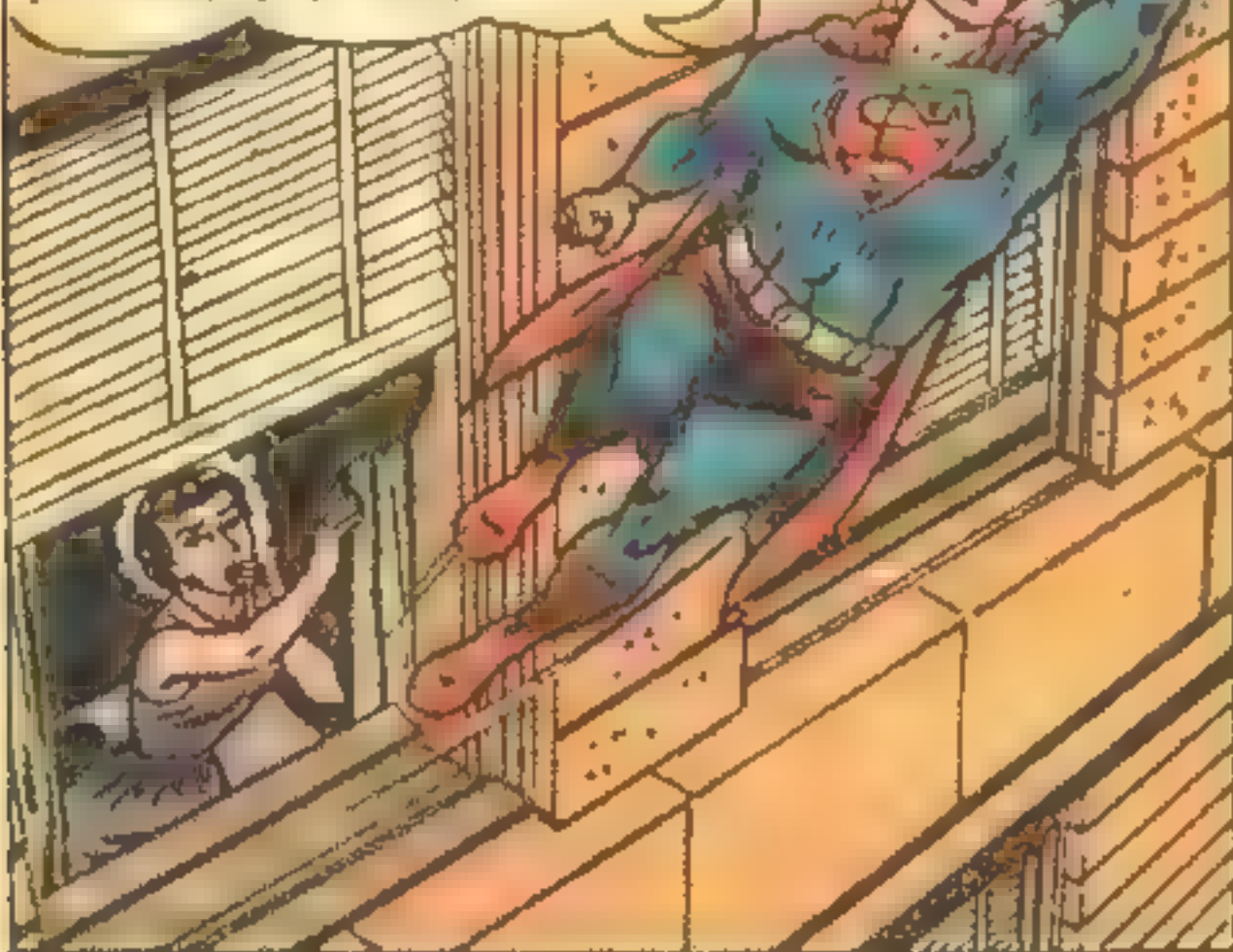
BUT LATER, SUPERMAN VISITS LOIS' HOME...



YOU BROUGHT ME HERE TO SOFTEN ME UP! WELL, I'M TIRED OF BEING SO NOBLE AND DOING THINGS FOR OTHERS! FROM NOW ON, MY DESIRES COME FIRST!

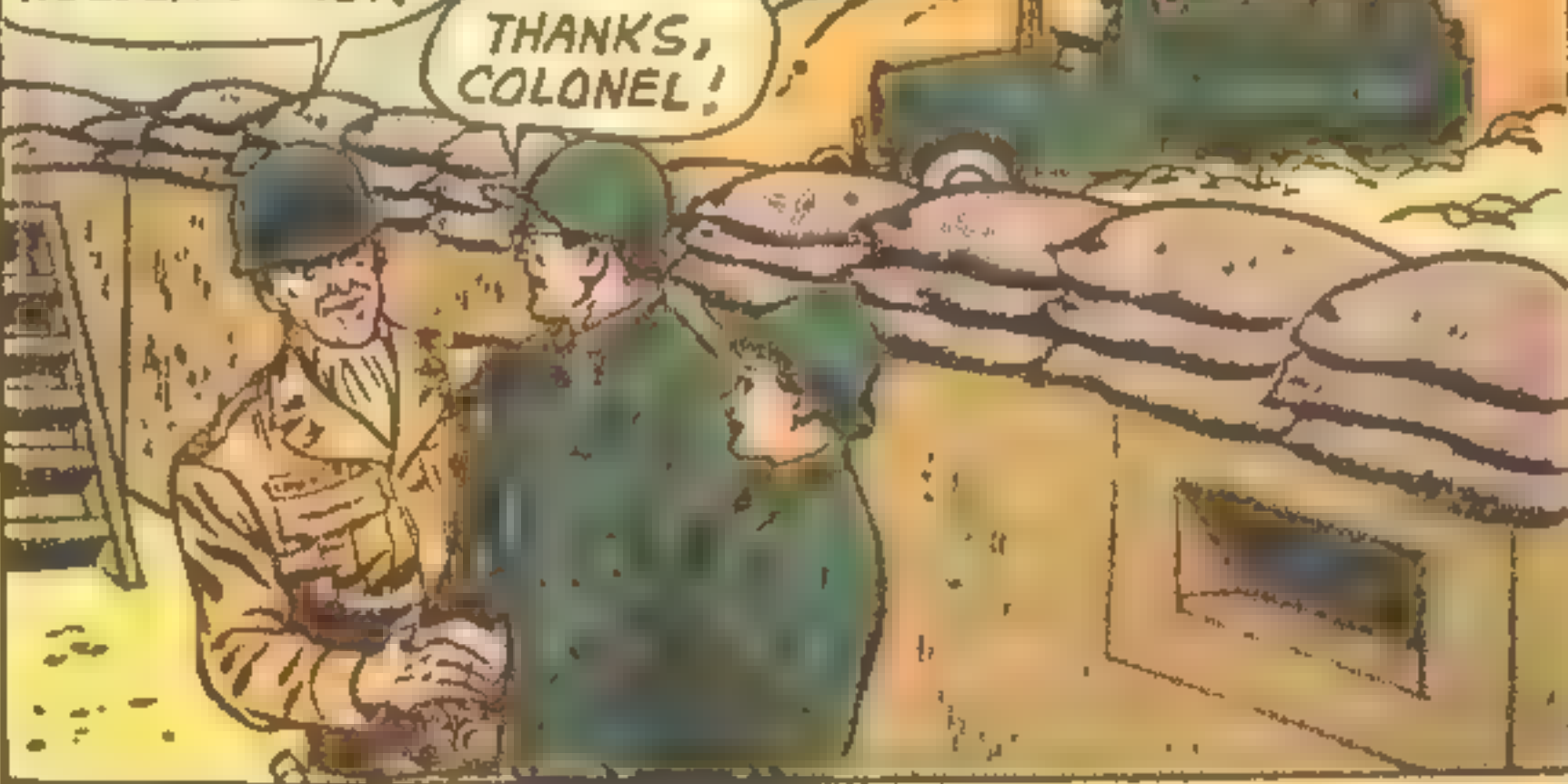


PLEADING IS USELESS! I MUST BECOME **KING OF EARTH!** TO SHOW YOU HOW FAR I'LL GO, TELL THE ARMY I PLAN TO EXPLODE A SUPER-NUCLEAR BOMB AT **WHITE SANDS PROVING GROUNDS,** TOMORROW MORNING!



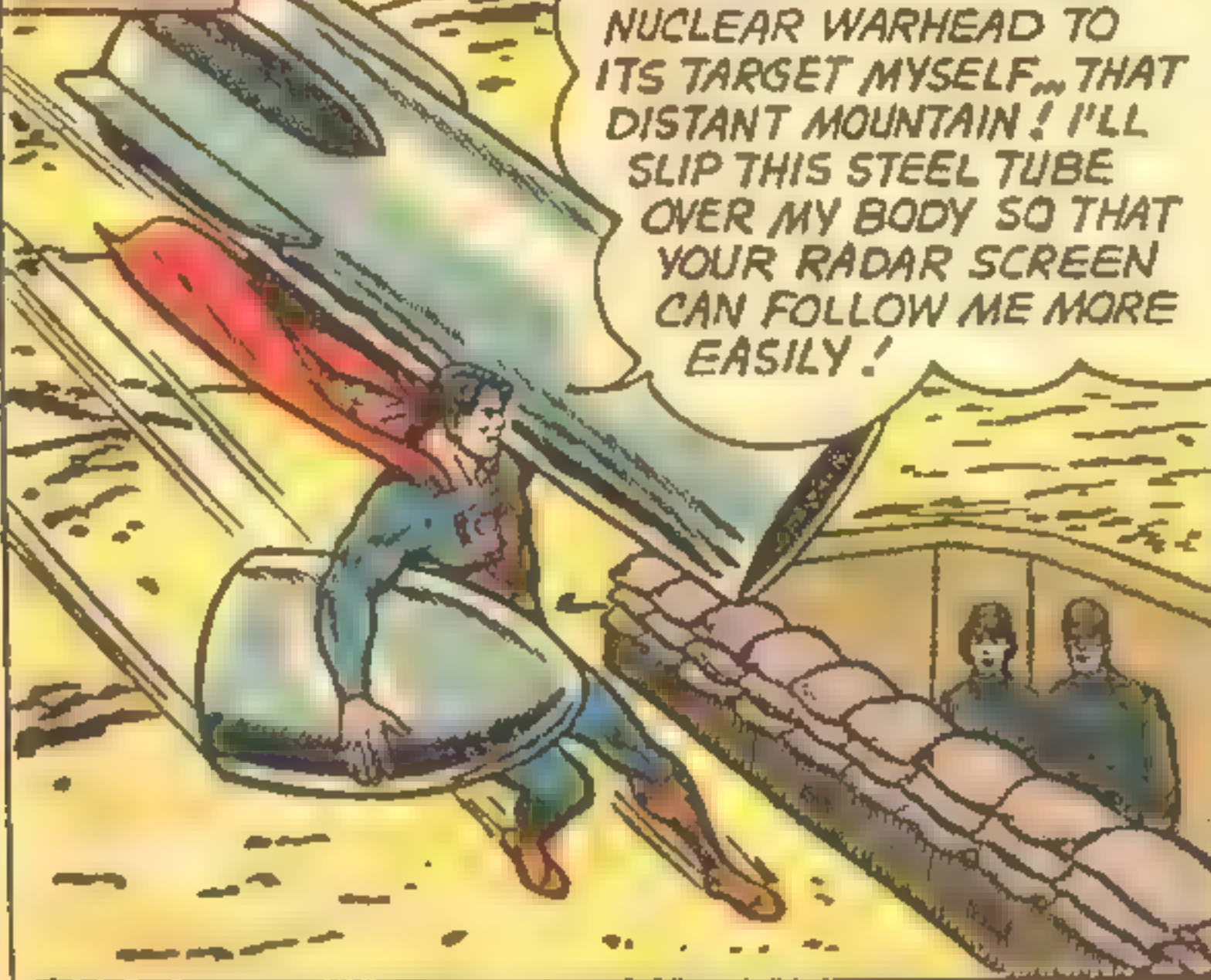
ALERTED BY THE WARNING, THE **PLANET** STAFF FLIES TO THE PROVING GROUNDS TO COVER THE STORY...

THANKS FOR THE TIP-OFF! WE'RE EVACUATING ALL TROOPS! THOSE ANTI-RADIATION SUITS AND GOGGLES SHOULD PROTECT YOU IF YOU WISH TO OBSERVE **SUPERMAN'S** NUCLEAR TEST!



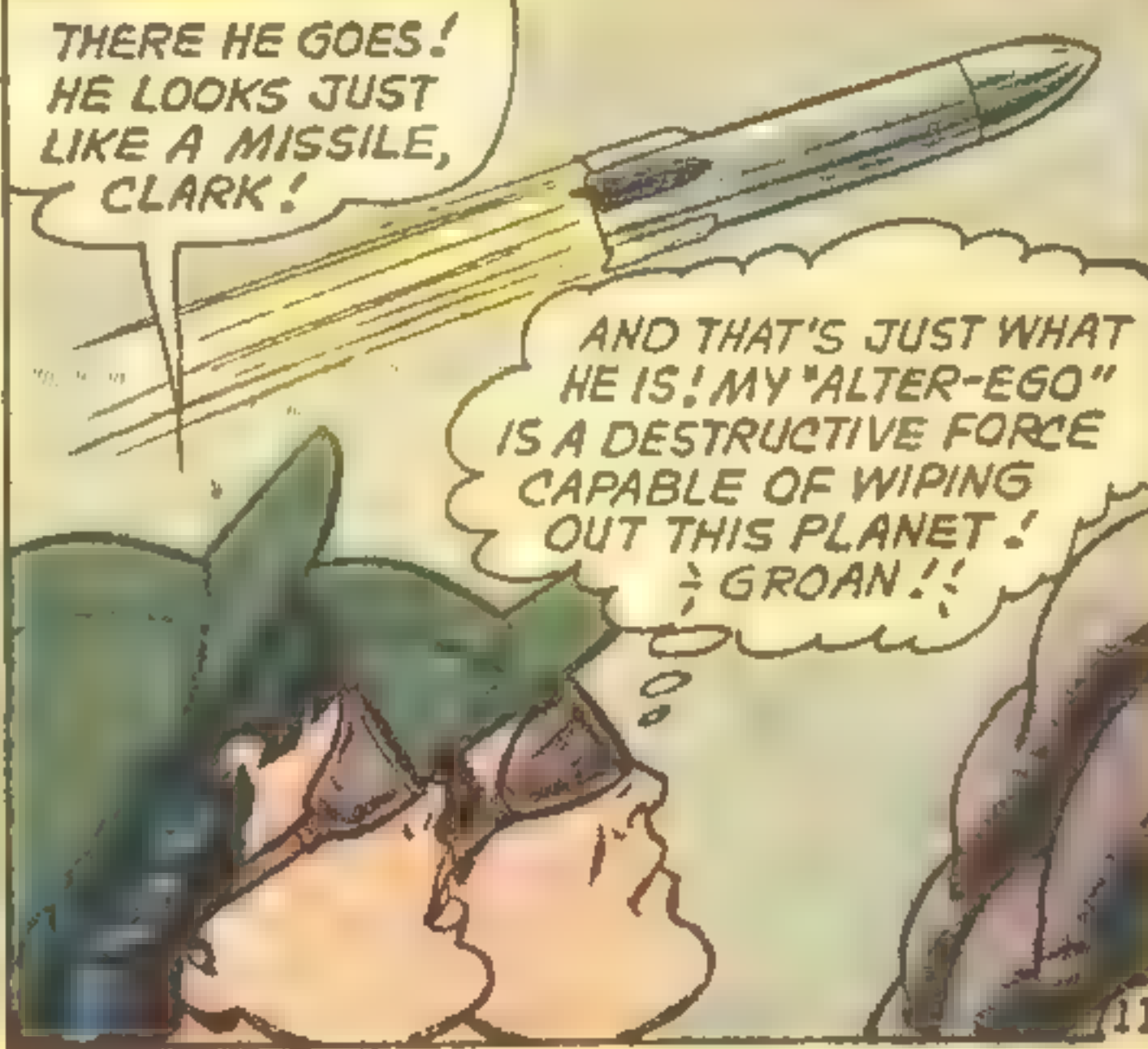
SHORTLY, AS **SUPERMAN** ARRIVES...

EVERYONE READY? GOOD!... I'M GOING TO FLY THIS NUCLEAR WARHEAD TO ITS TARGET MYSELF... THAT DISTANT MOUNTAIN! I'LL SLIP THIS STEEL TUBE OVER MY BODY SO THAT YOUR RADAR SCREEN CAN FOLLOW ME MORE EASILY!



AS **SUPERMAN'S** DEMONSTRATION BEGINS...

THERE HE GOES! HE LOOKS JUST LIKE A MISSILE, CLARK!





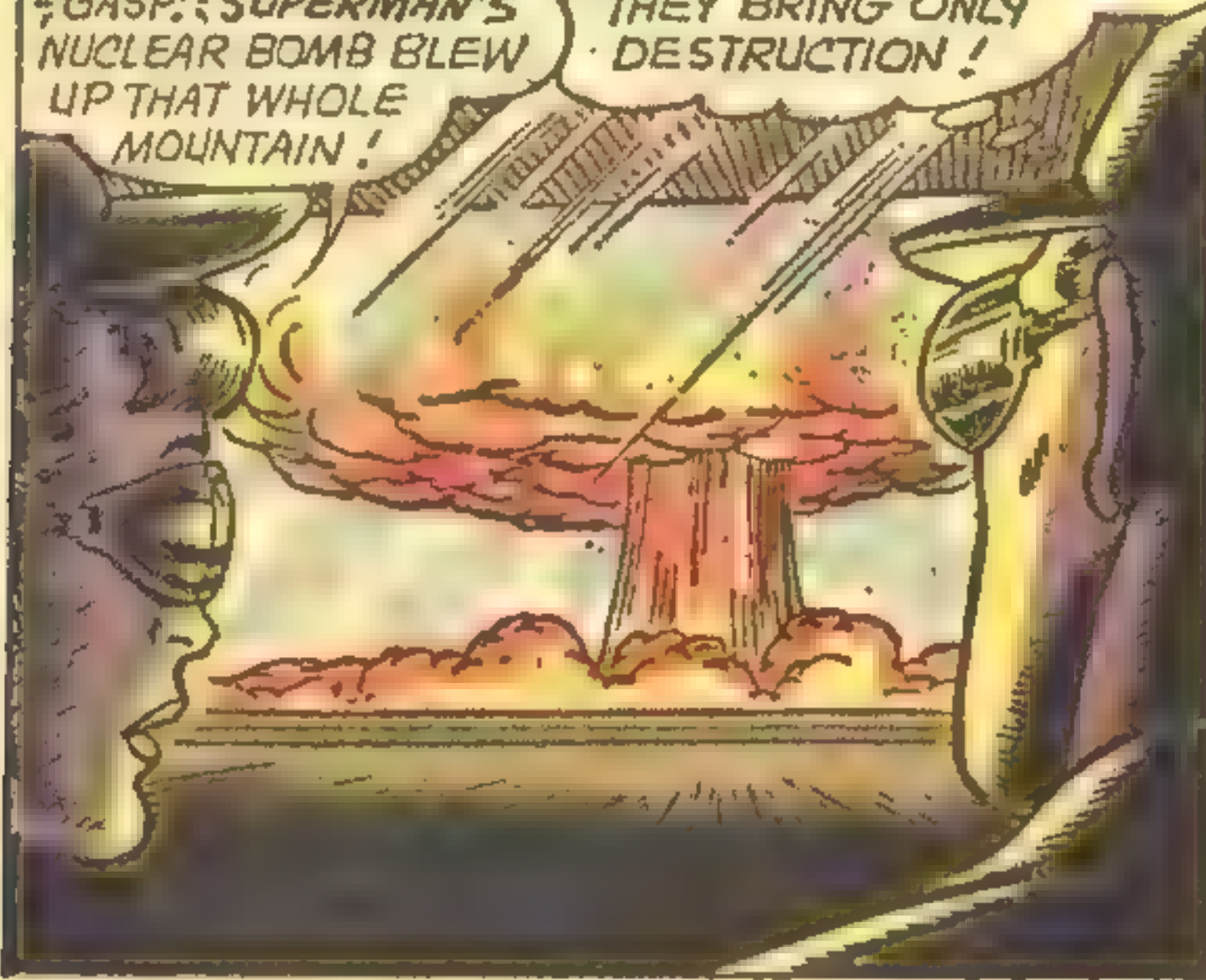
ACTION COMICS



AN INSTANT LATER...

GASP! SUPERMAN'S NUCLEAR BOMB BLEW UP THAT WHOLE MOUNTAIN!

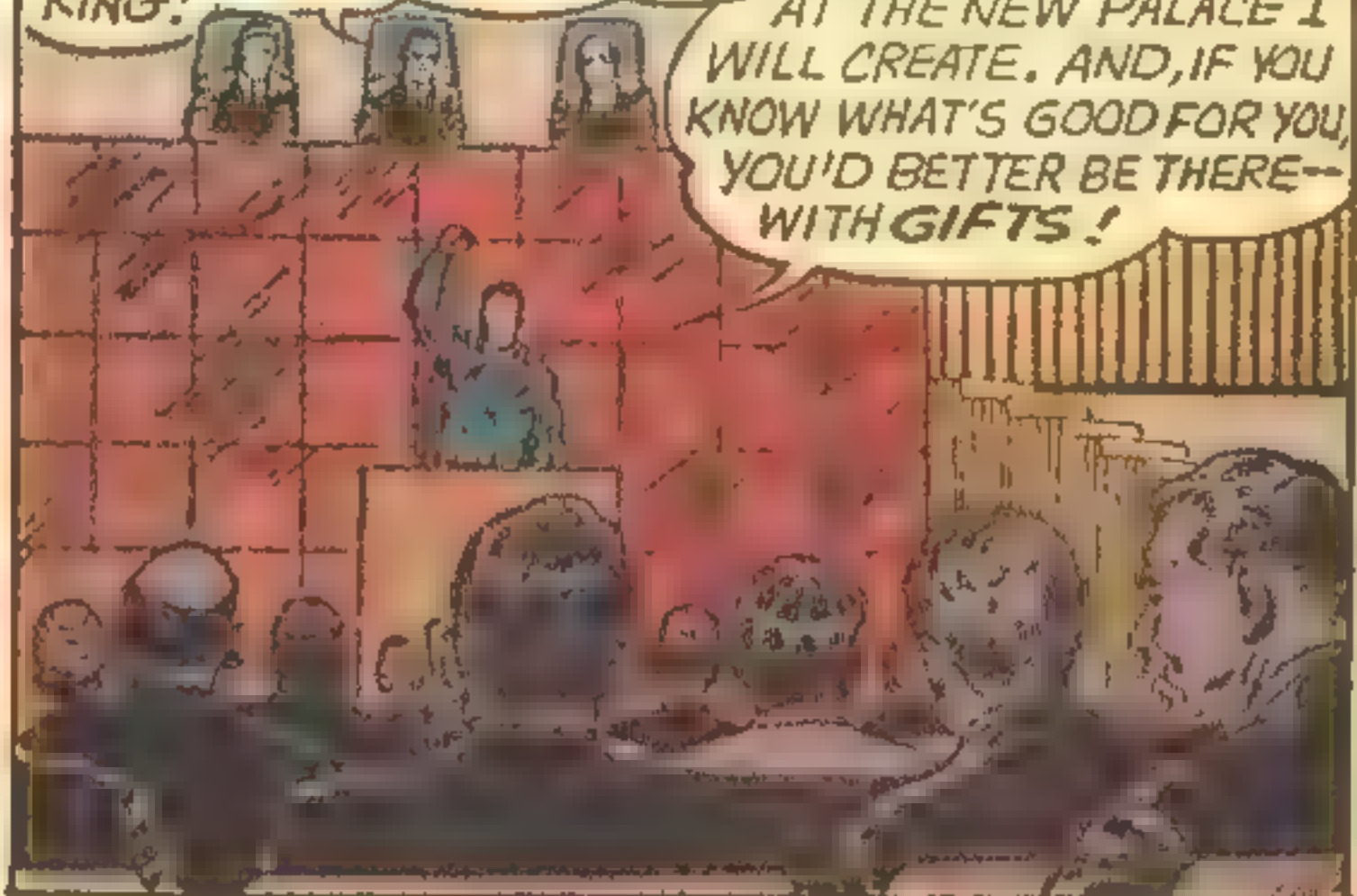
ONCE HIS SUPER-POWERS WERE A FORCE FOR GOOD! NOW THEY BRING ONLY DESTRUCTION!



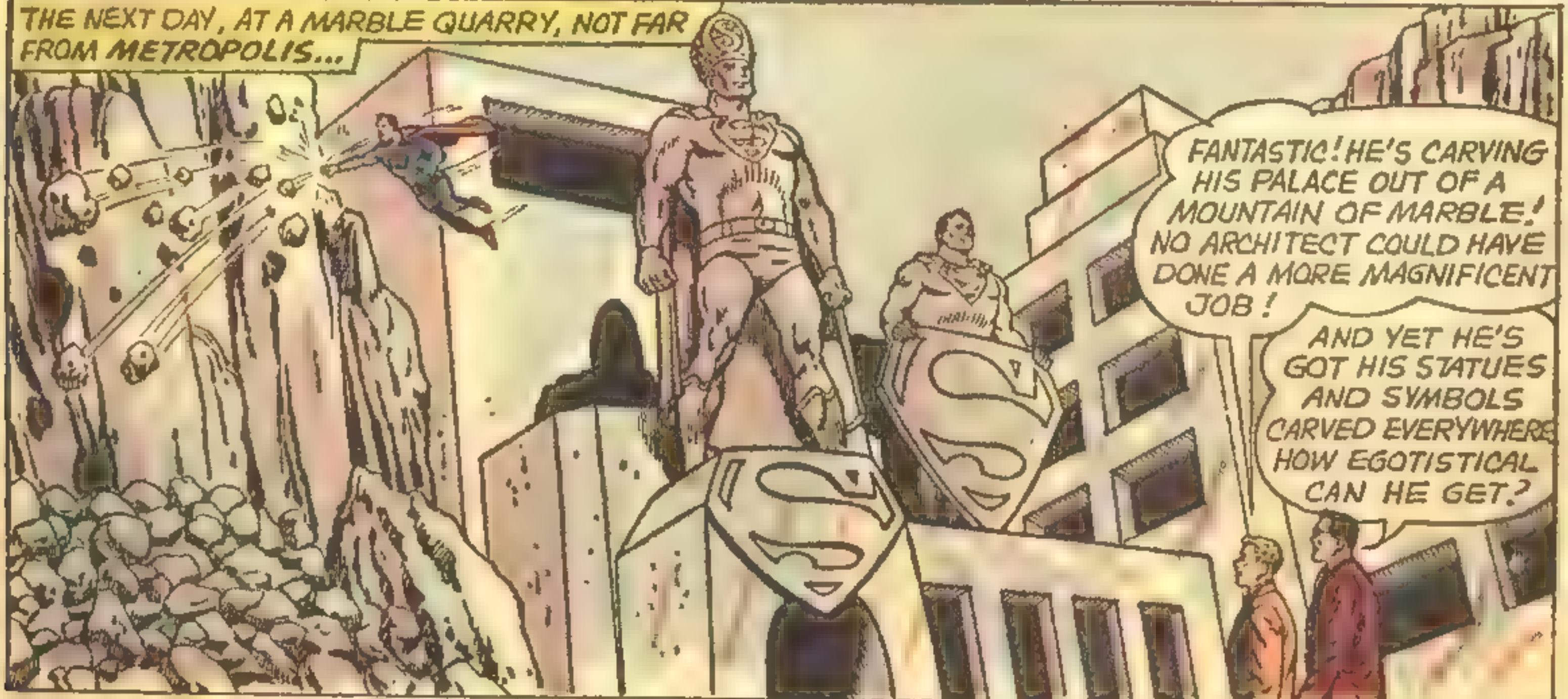
THE NEXT DAY, AT THE UNITED NATIONS...

SUPERMAN, IT'S AGAINST EVERYTHING THE U.N. STANDS FOR, BUT WE HAVE DECIDED, UNANIMOUSLY, TO ELECT YOU KING!

SMART THINKING! NOW, I'M INVITING EACH OF YOU TO MY CORONATION TOMORROW AT THE NEW PALACE I WILL CREATE. AND, IF YOU KNOW WHAT'S GOOD FOR YOU, YOU'D BETTER BE THERE—WITH GIFTS!



THE NEXT DAY, AT A MARBLE QUARRY, NOT FAR FROM METROPOLIS...



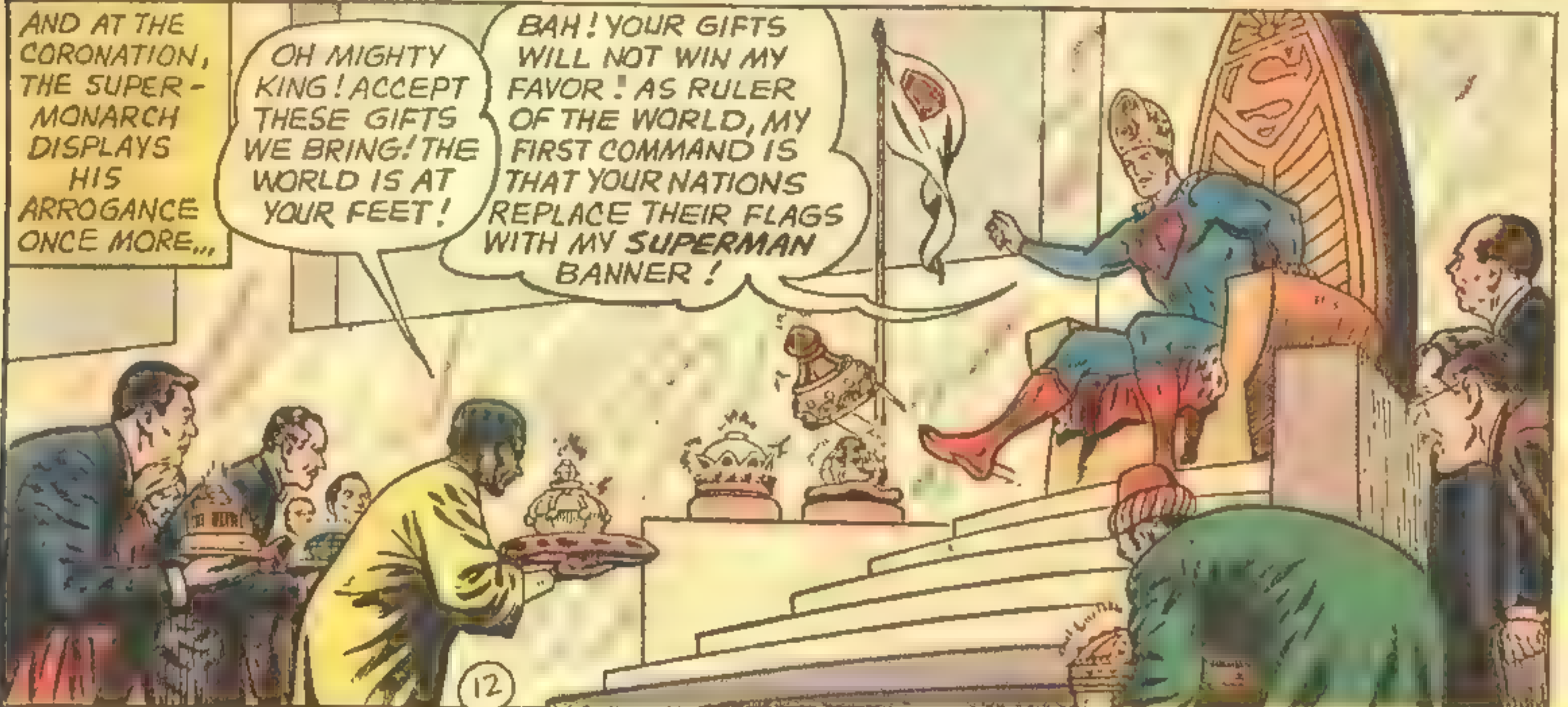
FANTASTIC! HE'S CARVING HIS PALACE OUT OF A MOUNTAIN OF MARBLE! NO ARCHITECT COULD HAVE DONE A MORE MAGNIFICENT JOB!

AND YET HE'S GOT HIS STATUES AND SYMBOLS CARVED EVERYWHERE! HOW EGOTISTICAL CAN HE GET?

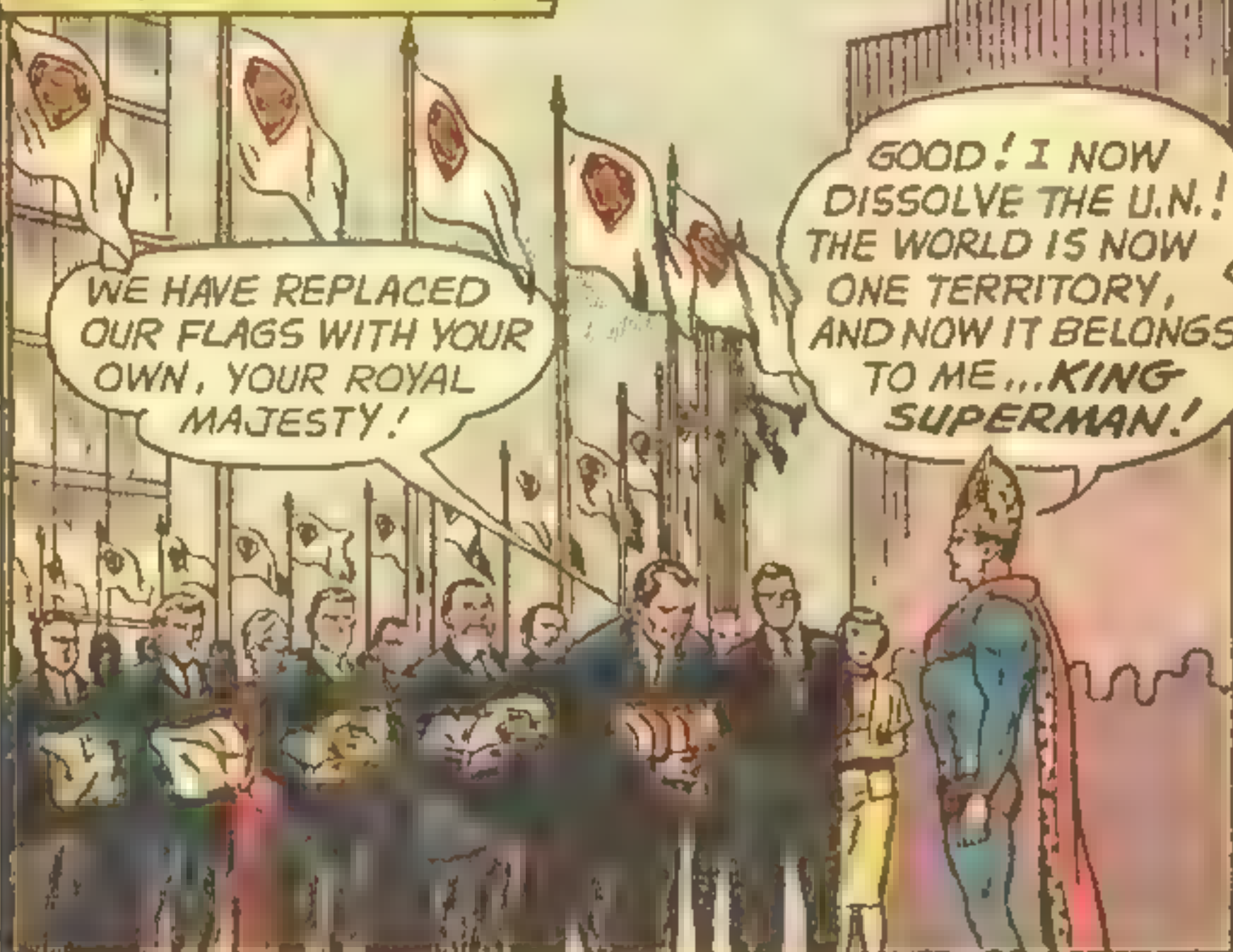
AND AT THE CORONATION, THE SUPER-MONARCH DISPLAYS HIS ARROGANCE ONCE MORE...

OH MIGHTY KING! ACCEPT THESE GIFTS WE BRING! THE WORLD IS AT YOUR FEET!

BAH! YOUR GIFTS WILL NOT WIN MY FAVOR! AS RULER OF THE WORLD, MY FIRST COMMAND IS THAT YOUR NATIONS REPLACE THEIR FLAGS WITH MY SUPERMAN BANNER!



LATER, OUTSIDE THE U.N.



WE HAVE REPLACED OUR FLAGS WITH YOUR OWN, YOUR ROYAL MAJESTY!

GOOD! I NOW DISSOLVE THE U.N.! THE WORLD IS NOW ONE TERRITORY, AND NOW IT BELONGS TO ME...**KING SUPERMAN!**

THE DAILY PLANET STAFF HAS COVERED THE GRIM STORY. AND NOW...

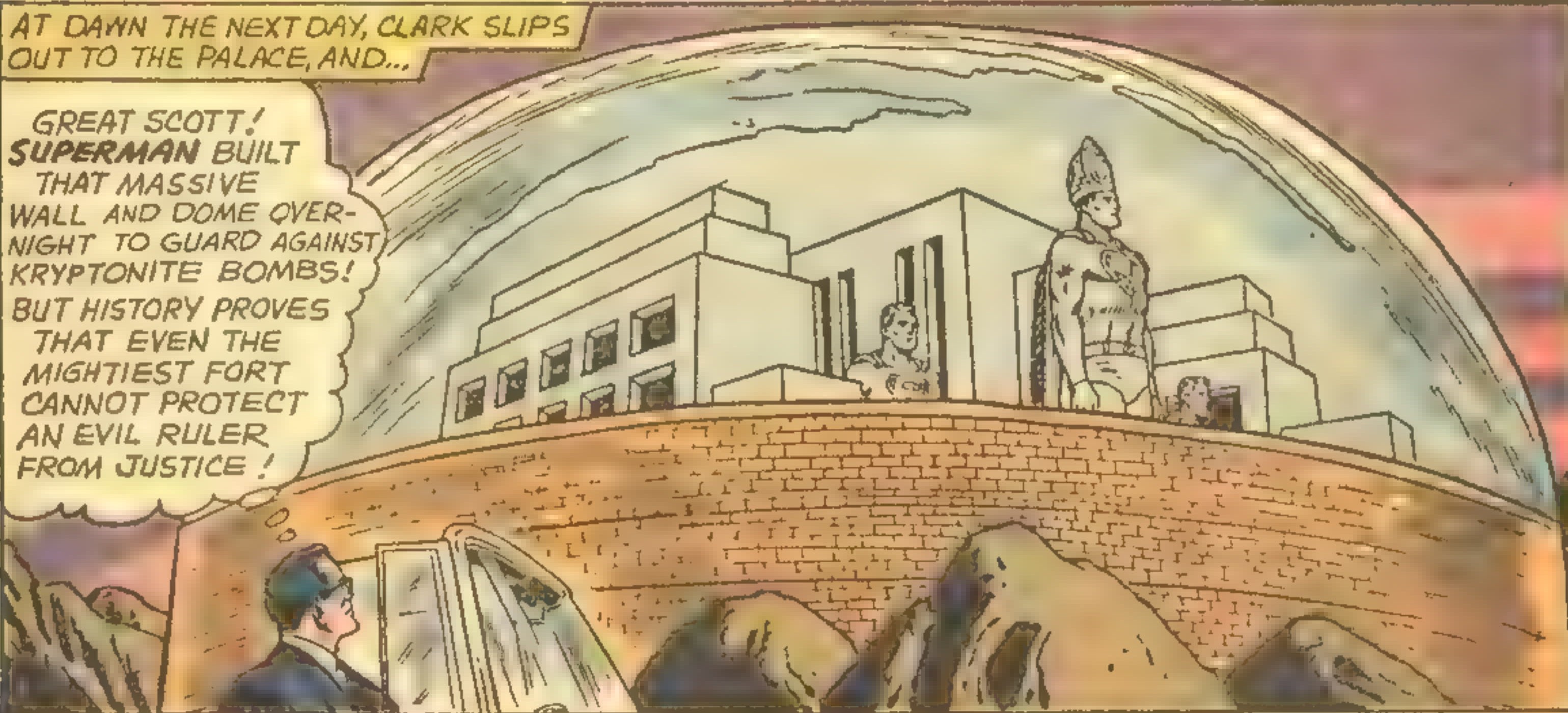
WHY DO WE STAND FOR THIS? AS CITIZENS OF A FREE WORLD WE SHOULDN'T HAVE TO BOW TO A TYRANT LIKE THAT!

STRANGE! I'VE NEVER SEEN CLARK SO ANGRY! I HARDLY RECOGNIZE HIM.



AT DAWN THE NEXT DAY, CLARK SLIPS OUT TO THE PALACE, AND...

GREAT SCOTT! **SUPERMAN** BUILT THAT MASSIVE WALL AND DOME OVERNIGHT TO GUARD AGAINST KRYPTONITE BOMBS! BUT HISTORY PROVES THAT EVEN THE MIGHTIEST FORT CANNOT PROTECT AN EVIL RULER FROM JUSTICE!



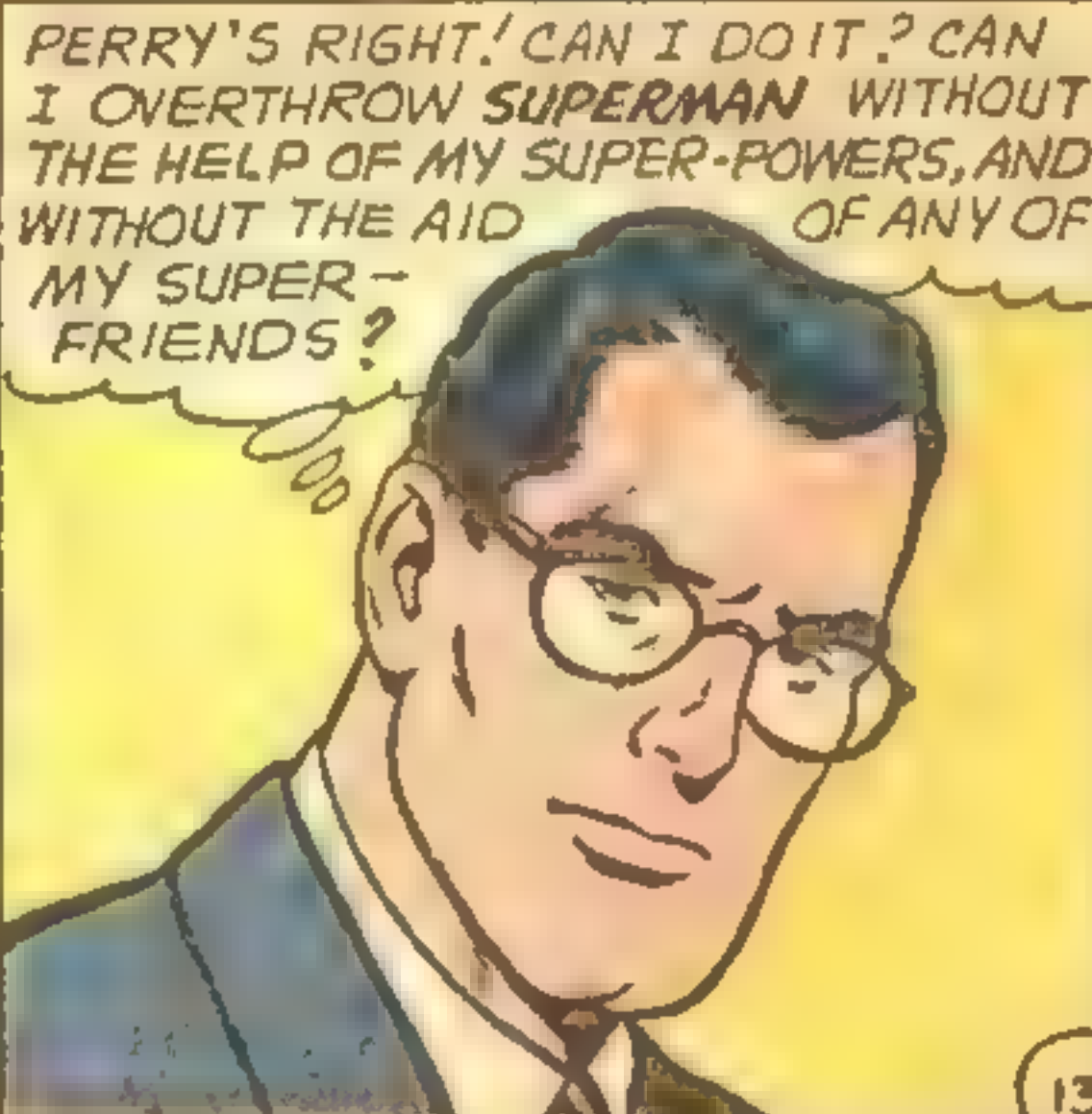
THAT NIGHT, CLARK CALLS A SECRET MEETING IN THE **PLANET** BASEMENT...

THESE OLD LEADEN PRESS PLATES WILL PREVENT **KING SUPERMAN** FROM SPOTTING US. I CALLED THIS MEETING TO FORM AN **ANTI-SUPERMAN** UNDERGROUND, TO PLAN A REVOLT AGAINST THAT DICTATOR!

WE'RE WITH YOU, CLARK! BUT, LET'S BE HONEST, ARE YOU THE MAN TO LEAD US IN THIS REVOLUTION?



PERRY'S RIGHT! CAN I DO IT? CAN I OVERTHROW **SUPERMAN** WITHOUT THE HELP OF MY SUPER-POWERS, AND WITHOUT THE AID OF ANY OF MY SUPER-FRIENDS?



SEE THE NEXT ISSUE OF THIS MAGAZINE FOR THE CONCLUSION OF THIS MIGHTY DRAMA! **THE END**

JIMMY OLSEN AND ROBIN THE BOY WONDER TEAM UP AGAINST **SUPERMAN** AND **BATMAN** IN THE MAY ISSUE OF **WORLD'S FINEST** (NO. 141.)

104

CLASSIC
RACING
FOREIGN
MODERN

CARS

\$1.49
ONLY
POSTPAIDYOU get 104 cars from
this great list . . .

Everyone will want to own this wonderful set of AUTOS! The most complete set of authentic models ever assembled at this low price! All models come with the name and make of each car! Classic cars show the year! You'd want to save them for your collection—many more left for trading or swapping! Hours of great fun with friends and family!

ALL NEW!

UNBREAKABLE

MODERN

RACING

FOREIGN

BRILLIANT
COLORS

CLASSIC

FOREIGN CARS

Morris Sedan—Great Britain
 Alpha Romeo—Italy
 Volkswagen—Germany
 Sunbeam—England
 Simca—France
 Fiat—Italy
 Austin Healy—Great Britain
 Renault—France
 Ferrari—Italy

Morris Sportster—Great Britain
 Lotus—Great Britain
 Austin—Great Britain
 MG—Great Britain
 Porsche—Germany
 Astor Martin—Great Britain
 Triumph—Great Britain
 Volvo—Sweden
 Citroen—France

RACING CARS

Auburn—U.S.A.
 B.R.M.—Great Britain
 Corvette—U.S.A.
 Mercedes—Germany
 Maserati—Italy
 Vanwall—Great Britain
 Mercedes 300 SL—Germany

CLASSIC CARS

1906 Stanley Steamer
 1907 Rolls Royce
 1916 Ford
 1914 Stutz Bearcat
 1930 Ford
 1932 Cadillac
 1932 Duesenberg
 1934 Chrysler
 1940 Willys Jeep
 1948 Lincoln

MODERN AMERICAN CARS

1963 Plymouth Hardtop
 1962 Studebaker Golden Hawk
 1962 Pontiac Tempest
 1962 Ford Falcon
 1962 Chevrolet Impala
 1961 Studebaker Lark
 1961 Nash Rambler Station Wagon
 1961 Ford Galaxie
 1961 Chrysler Hardtop
 1961 Dodge
 1961 Mercury Convertible
 1961 Mercury Comet

MAIL COUPON TODAY

CARS—Dept. C-4
Box 397, Rockville Centre, N.Y.

Gentlemen:

Please rush me.....set(s) of 104 model cars.
Enclosed is my \$1.49 for each set.

Satisfaction Guaranteed. No C.O.D.'s please

NAME _____

ADDRESS _____

CITY _____

ZONE _____

STATE _____

Canadian and Foreign orders \$1.98. International Money Order with coupon.

ELECTRIFYING ANNOUNCEMENT!

HAWKMAN

HAS "WON HIS WINGS"...

AND FROM NOW
ON HIS FAMOUS

WHEE! WHEE!

BATTLE CRY WILL
APPEAR IN

HIS OWN MAGAZINE!

THRILL TO THE
HIGH-FLYING
ADVENTURES
OF THE
WINGED WONDER
AS HE FIGHTS
MENACES OF
THE PRESENT
WITH WEAPONS
OF THE PAST AND
SCIENCE OF THE
FUTURE!



Be first in your neighborhood
to read each issue of
ACTION

.... save money too!

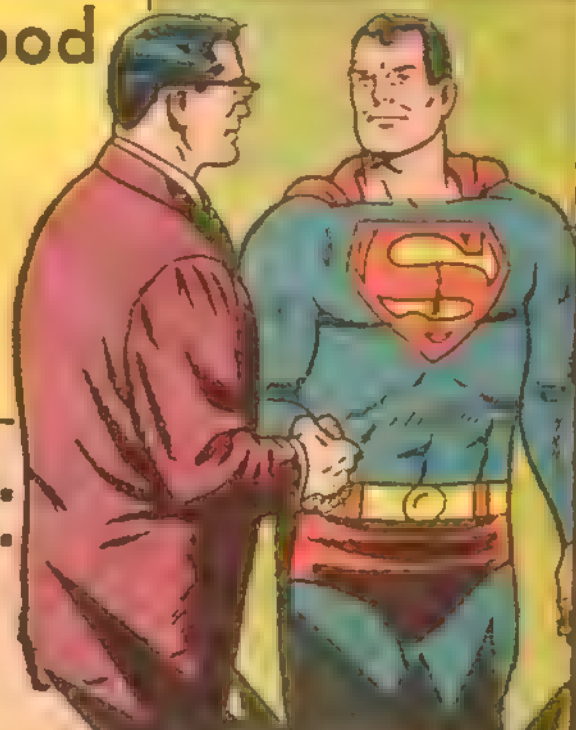
SPECIAL SUBSCRIPTION OFFER:

10 issues of **ACTION**

only \$1.00



Use coupon below and **ACTION** will be delivered to you regularly—right off the press! No chance of missing an issue . . . and you'll always be the first to enjoy **ACTION**'s exciting adventures.



Just 10c each
instead of 12c —
like finding an
extra 20c!

**DON'T
WAIT**

Use order form
to subscribe
TODAY.
Offer may be
withdrawn
soon.

SPECIAL SI SUBSCRIPTION FORM

NATIONAL COMICS

Dept. 364, 575 Lexington Avenue, New York, N.Y. 10022

Please print name and address clearly

- ☐ Please enter my subscription to **ACTION**
for 10 issues at only \$1. (Regular price \$1.20.)

SAVE EVEN MORE!

- ☐ Check here if you prefer to subscribe for
20 issues at only \$2. (You save 40c!)

EXTRA!

Three other favorites now available at these same
special rates. Check to enter your subscription.

- ☐ **SUPERMAN**
☐ 10 issues \$1
☐ 20 issues \$2

- ☐ **SUPERBOY**
☐ 10 issues \$1
☐ 20 issues \$2

- ☐ **WORLD'S FINEST**
☐ 10 issues \$1
☐ 20 issues \$2

(Offer good in U.S. and Canada only. For Canadian postage, add 13c on each 10 issue
subscription; 25c on each 20 issue subscription.)

I enclose \$_____ (No stamps, please.)

NAME _____

ADDRESS _____

CITY _____ STATE _____ Zone or Zip # _____

SUPERGIRL

BILL, MY DEAREST!
I LOVE YOU!

HE'S THE MAN OF MY DREAMS!
SOME DAY SOON I'LL HAVE TO
TELL HIM MY SECRET
IDENTITY!

LINDA, HOW I'VE DREAMED
OF THIS MOMENT!

I WONDER HOW SHE'LL REACT
WHEN SHE DISCOVERS WHO
I REALLY AM!?



AS SUPERGIRL'S FREQUENT COMPANION IN
HER ADVENTURES, COMET, THE SUPER-
HORSE, HAS ALWAYS SHOWN DEEP DEVOTION
FOR THE MAID OF STEEL! BUT ONE DAY A
MYSTIC SPELL WORKS A WONDROUS CHANGE
ON THE STALLION OF STEEL, TRANSFORMING
HIM INTO A MORTAL! AND ON THAT DAY
LOYALTY AND AFFECTION TURN TO LOVE...
THE LOVE OF A MAN FOR A BEAUTIFUL
GIRL! THAT'S JUST THE BEGINNING OF
THE WEIRD CHAIN OF EVENTS THAT
OCCUR ON --

The **DAY**
SUPER-HORSE
Became **HUMAN!**

IT'S ST. VALENTINE'S DAY, AND ONCE AGAIN
LINDA LEE DANVERS IS THE MOST POPULAR
GIRL IN MIDVALE...

A LITTLE SOMETHING
FOR THE PRETTIEST
GIRL IN TOWN,
LINDA!

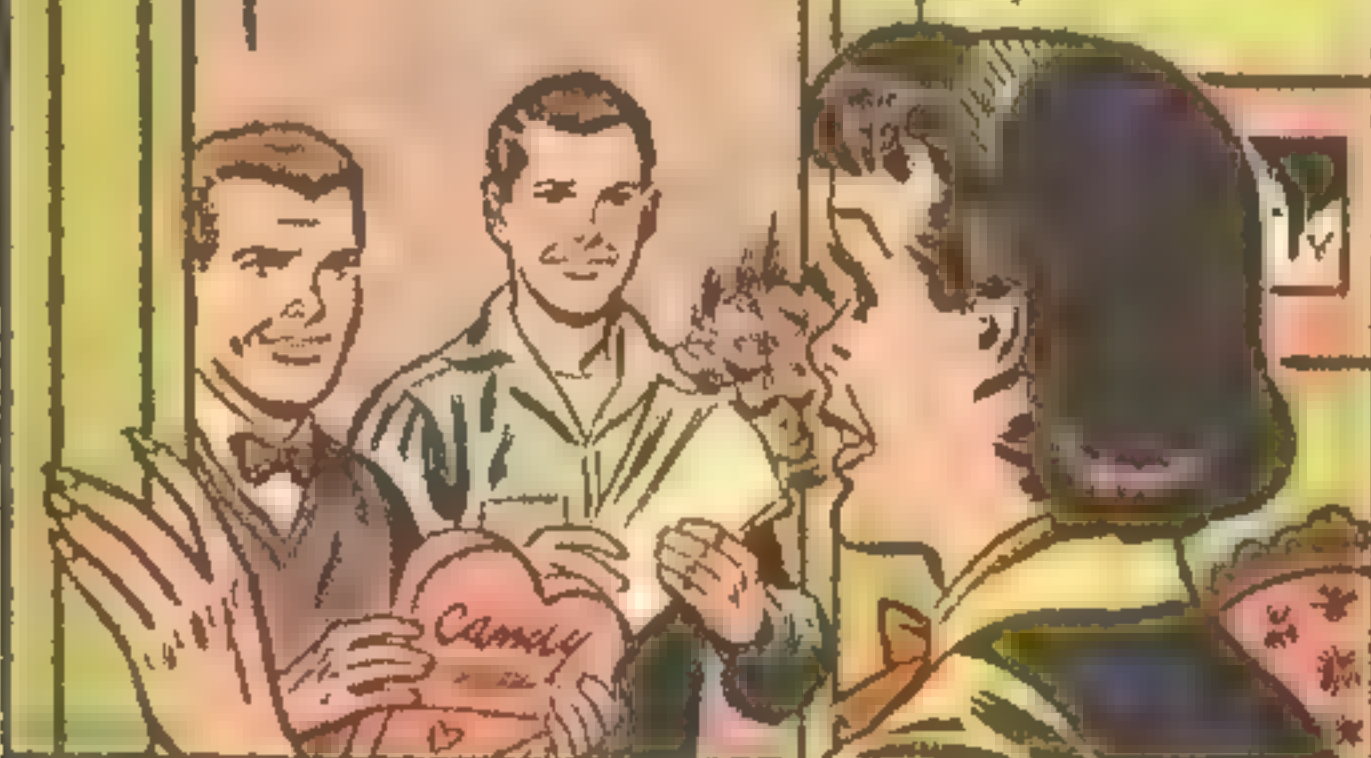
YOU MEAN IN THE
WHOLE COUNTRY!

DICK MALVERNE...
SANDY POWERS!...
YOU'RE SO SWEET
TO SAY THAT!

LATER, WHEN SHE VISITS THE DAILY PLANET OFFICE IN
HER SUPERGIRL IDENTITY...

SUPERGIRL, THESE VALENTINE
GIFTS AND GREETINGS WERE
SENT TO YOU FROM ALL OVER
THE GLOBE! YOU'RE THE MOST
POPULAR GIRL ON EARTH!

GOLLY, I'LL NEED A KING-
SIZED MAIL-BAG TO
CARRY THESE PRESENTS
AWAY WITH ME!



PRESENTLY, AS SUPERGIRL HEADS FOR THE
FORTRESS OF SOLITUDE...

COMET! GLAD
TO SEE YOU! THIS IS
THE HAPPIEST DAY
OF MY LIFE!

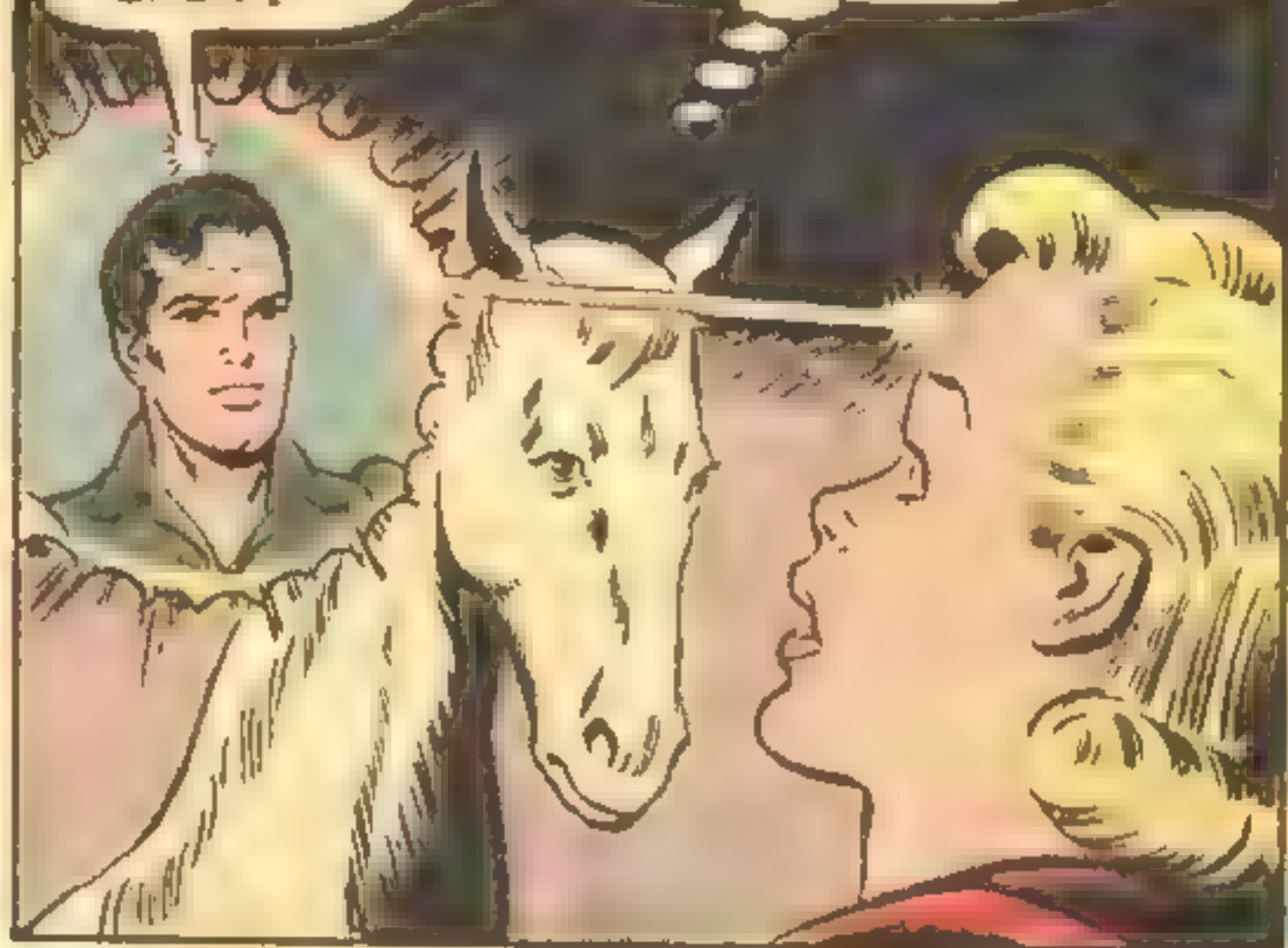
I KNOW IT! I CAN
READ YOUR THOUGHTS
TELEPATHICALLY! YOU DESERVE
THE WORLD'S LOVE AND
ADMIRATION!



AFTER DROPPING HER MAIL IN THE FORTRESS,
SUPERGIRL GETS ANOTHER MENTAL MESSAGE...

JERRO CALLING
SUPERGIRL!
PLEASE COME TO
ATLANTIS AT
ONCE!

IT SOUNDS URGENT!
I'D BETTER GO WITH YOU,
SUPERGIRL! YOU MAY
NEED MY HELP!

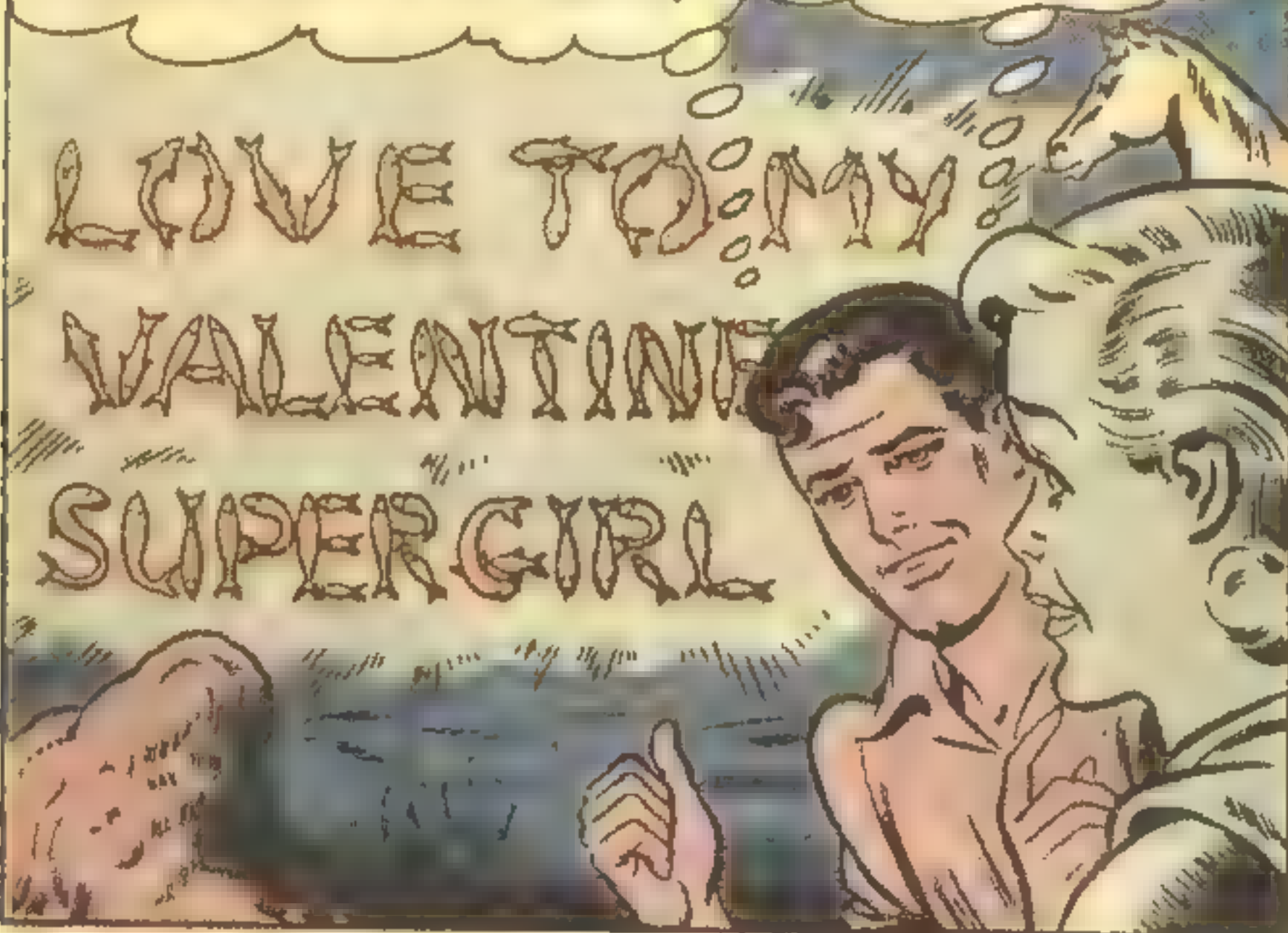


QUICKLY THEY SPEED TO ATLANTIS, BUT THERE...

SUPERGIRL! I TRAINED THESE
LUMINOUS FISH TO SPELL OUT
THE SENTIMENT IN MY HEART!

A LIVING VALENTINE!
IT'S BEAUTIFUL!

LOVE TO MY
VALENTINE
SUPERGIRL



THEN, AS SUPER-HORSE WATCHES
ENVIOUSLY...

JERRO! I'LL ALWAYS
HOLD A SOFT SPOT
IN MY HEART FOR
YOU!

HOW LOVELY SHE IS!
HER FRIENDS ARE
LUCKY TO BE ABLE
TO EXPRESS THEIR
AFFECTION FOR HER!
HOW I WISH I COULD
DO THE SAME!



SOON, AS THEY STREAK UP FROM THE DEPTHS OF THE SEA...

GOODBYE, COMET!
I MUST GO ON PATROL!
THEN, IN MY IDENTITY AS
LINDA LEE, I'LL BE TAKING
OFF ON A SIGHT-SEEING
TRIP TO OIL CITY!

IT WOULD BE EASY TO FALL IN
LOVE WITH HER IF I WERE
HUMAN! BUT, ALAS, AS FAR AS
SHE'S CONCERNED, I'M JUST A
SUPER-PET!

IF I WERE A MAN... IF I WERE FREE
TO TELL HER OF MY REAL FEELINGS,
FOR A GIRL LIKE THAT I'D EVEN
GIVE UP ALL MY SUPER-POWERS!



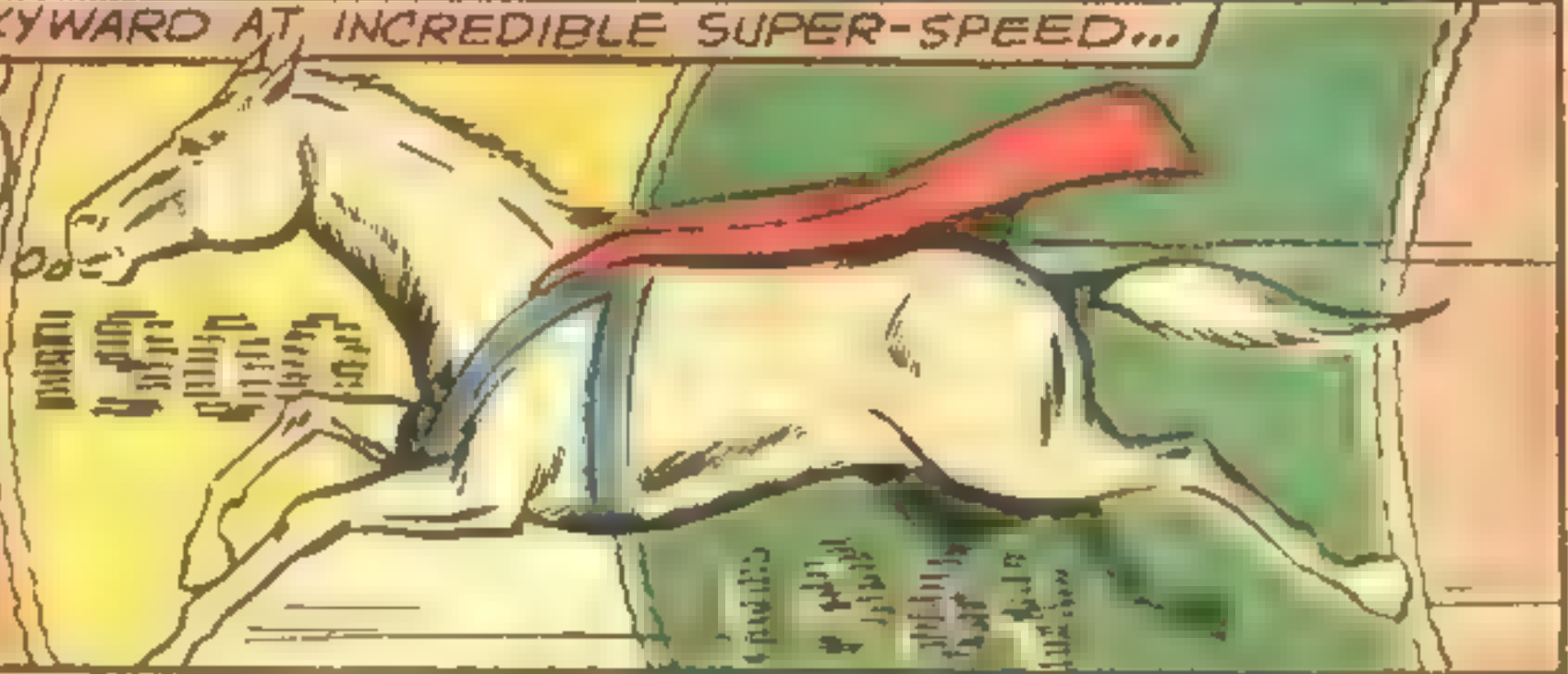


ACTION COMICS



SUDDENLY, THE MIGHTY STALLION FLASHES SKYWARD AT INCREDIBLE SUPER-SPEED...

I'VE ALWAYS DREAMED OF BEING A MORTAL! THERE'S ONLY ONE PERSON WHO CAN HELP ME! BUT TO FIND HER, I MUST GO THROUGH THE TIME BARRIER INTO THE DISTANT PAST!



BACK THROUGH THE CENTURIES HURTLES SUPER-HORSE, EMERGING IN ANCIENT GREECE.

CIRCE! I'M GLAD TO SEE YOU! DO YOU REMEMBER ME?

I CAN NEVER FORGET YOU, MY HANDSOME ONE! I STILL RECALL HOW, AS A CENTAUR NAMED BIRON, YOU SAVED MY LIFE!



"IT HAPPENED THE DAY I BESTED THE WIZARD MALADOR, AT THE FESTIVAL OF MAGIC!"

SO YOUR MAGIC SPELL GAVE ME HORNS, EH? VERY WELL, MALADOR, UNTIL YOU REMOVE THEM I COMMAND YOUR BODY TO TWIST ITSELF INTO KNOTS!

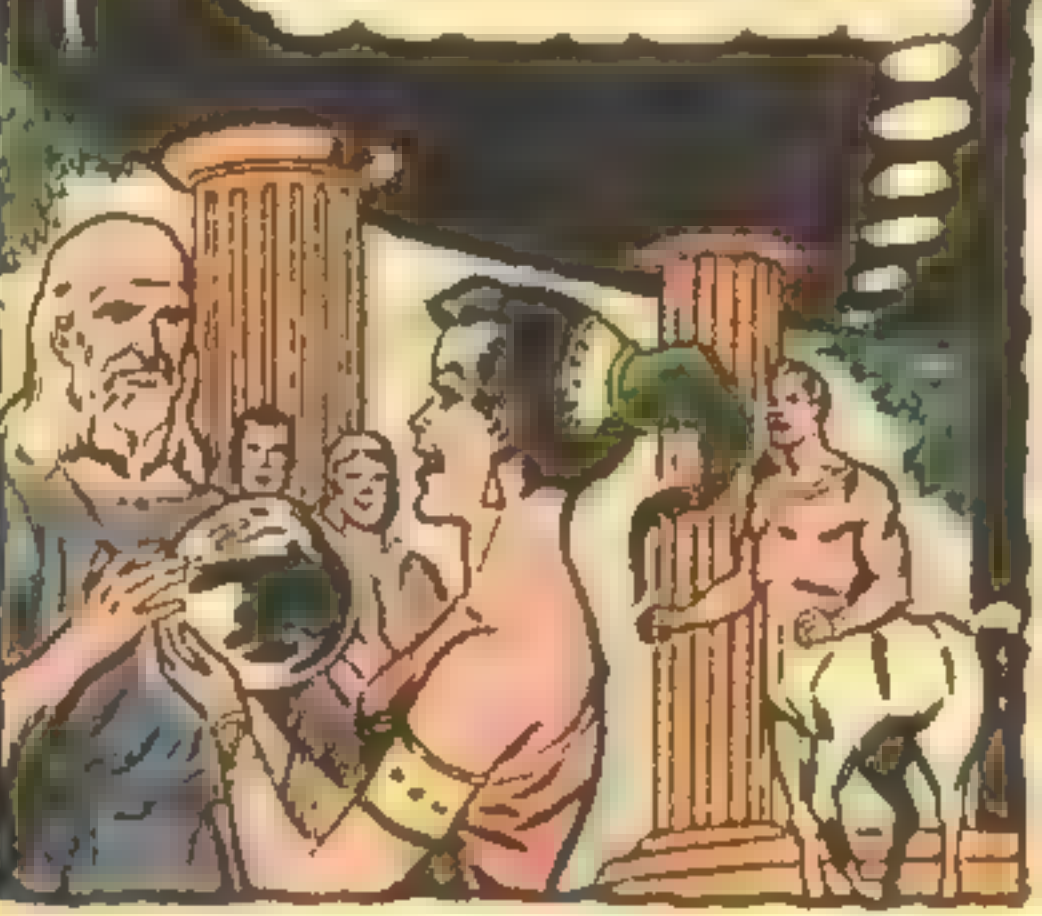
OHH-THE PAIN! VERY WELL! I'LL REMOVE THE SPELL!



"I STILL REMEMBER THE FATEFUL DAY THEY HANDED ME MY PRIZE..."

AS QUEEN OF MAGIC, WE AWARD YOU THIS ORACLE BOWL! LOOK INTO IT AND YOU CAN PEER INTO THE FUTURE!

HMM... I WONDER IF HER SORCERY COULD HELP ME FULFILL MY AMBITION... TO CHANGE ME FROM A CENTAUR INTO A HUMAN!



"SEEKING VENGEANCE ON ME, MALADOR PLANNED TO POISON THE SPRING WHERE I ALWAYS DRANK, BUT..."

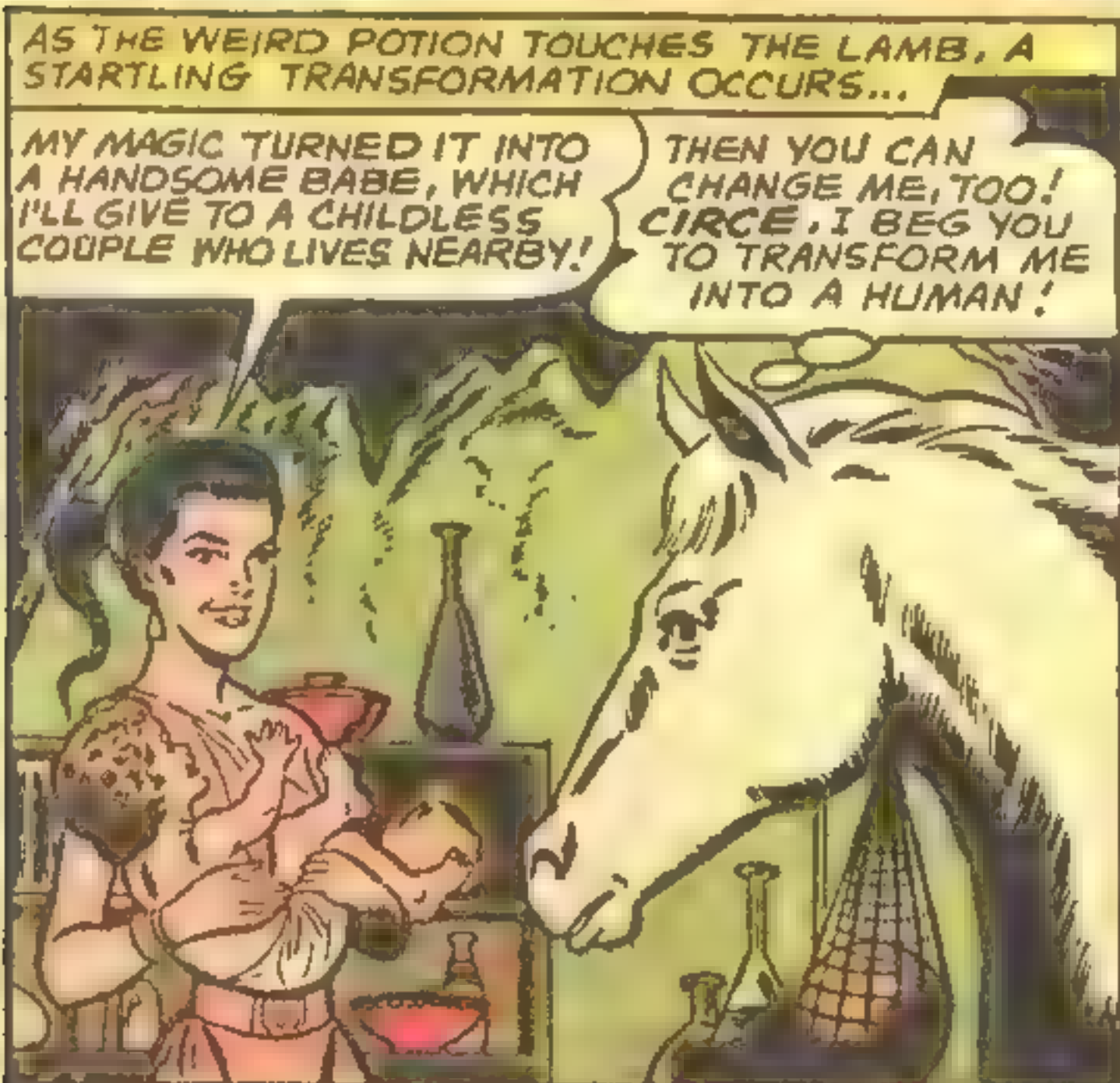
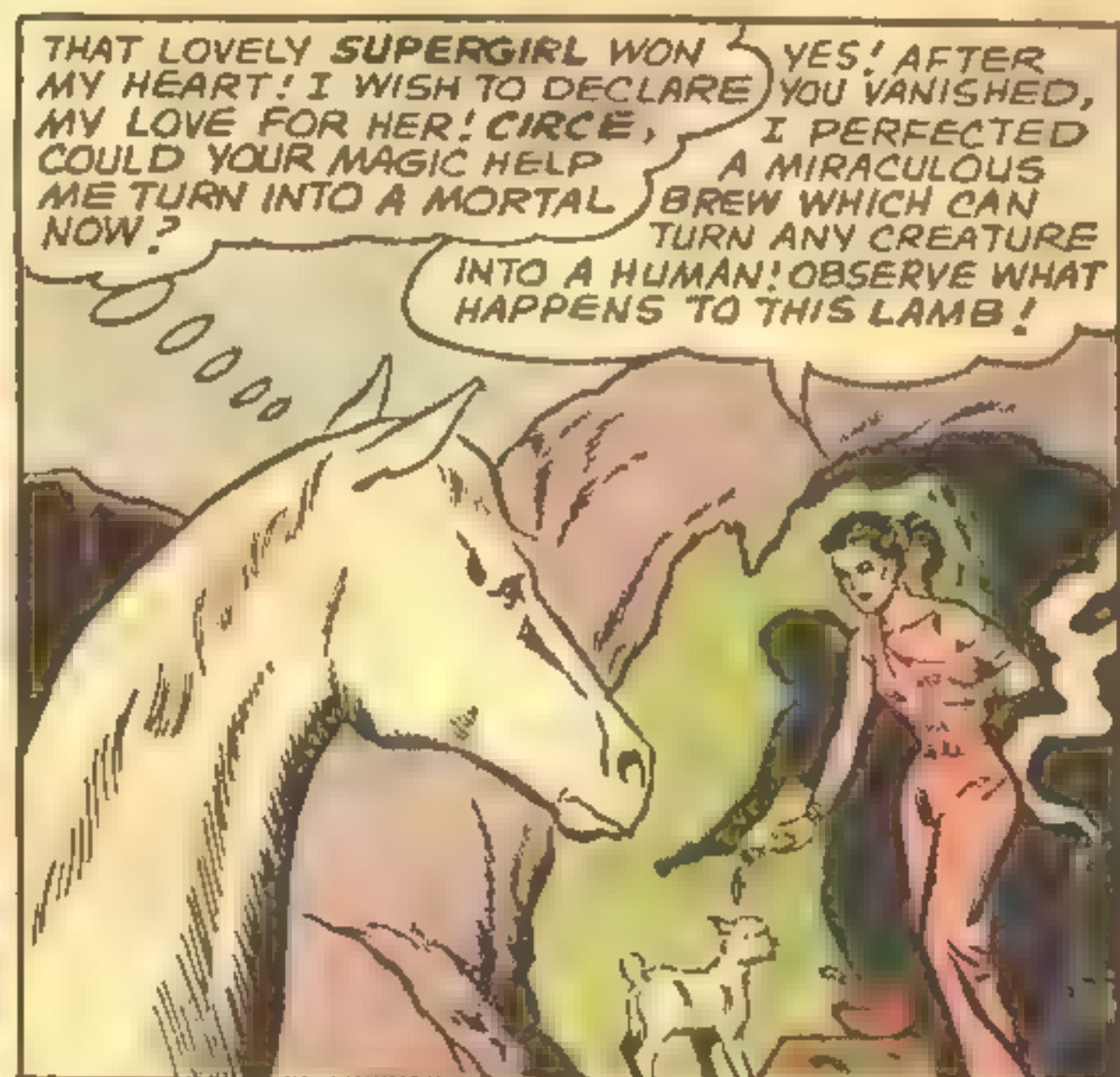
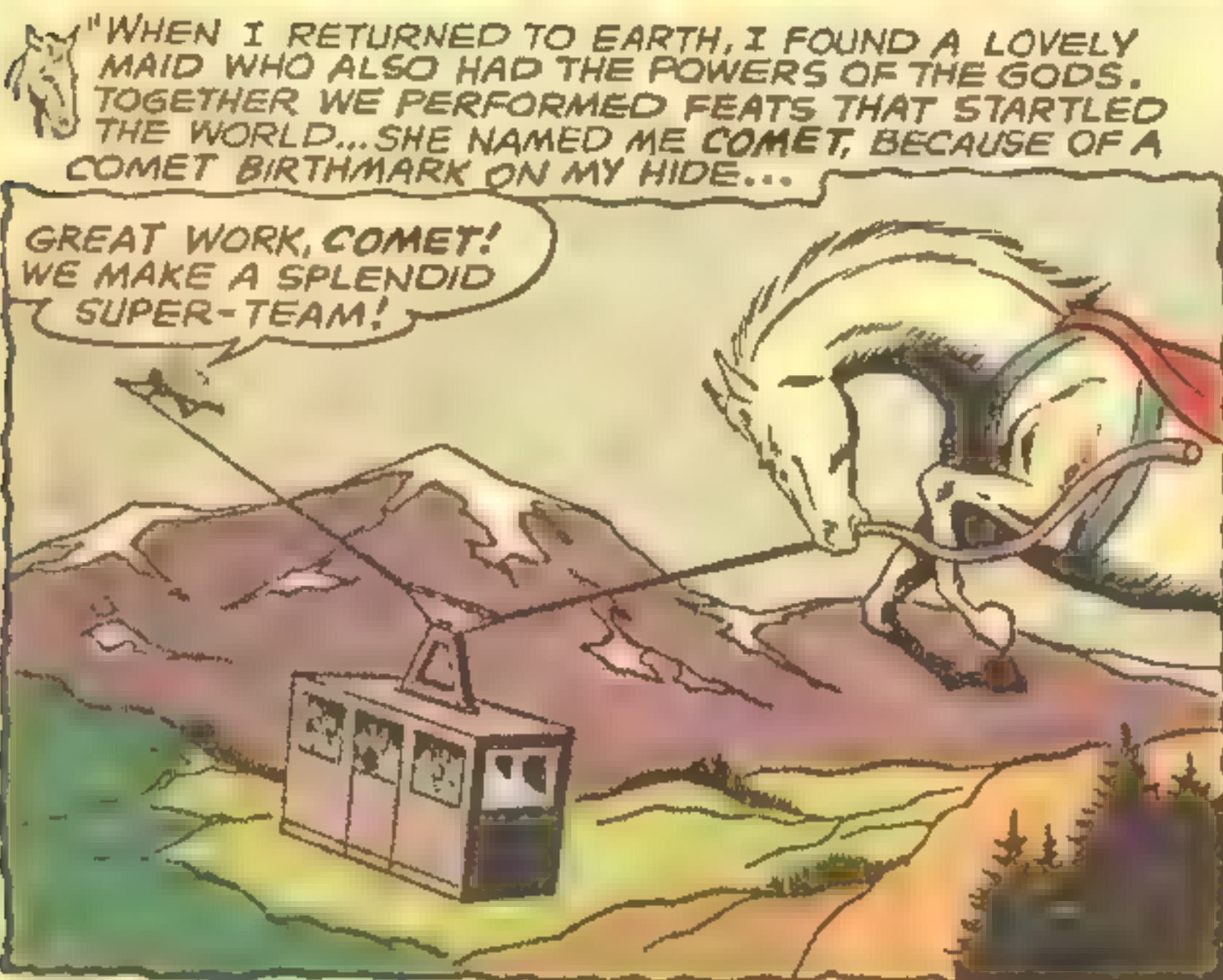
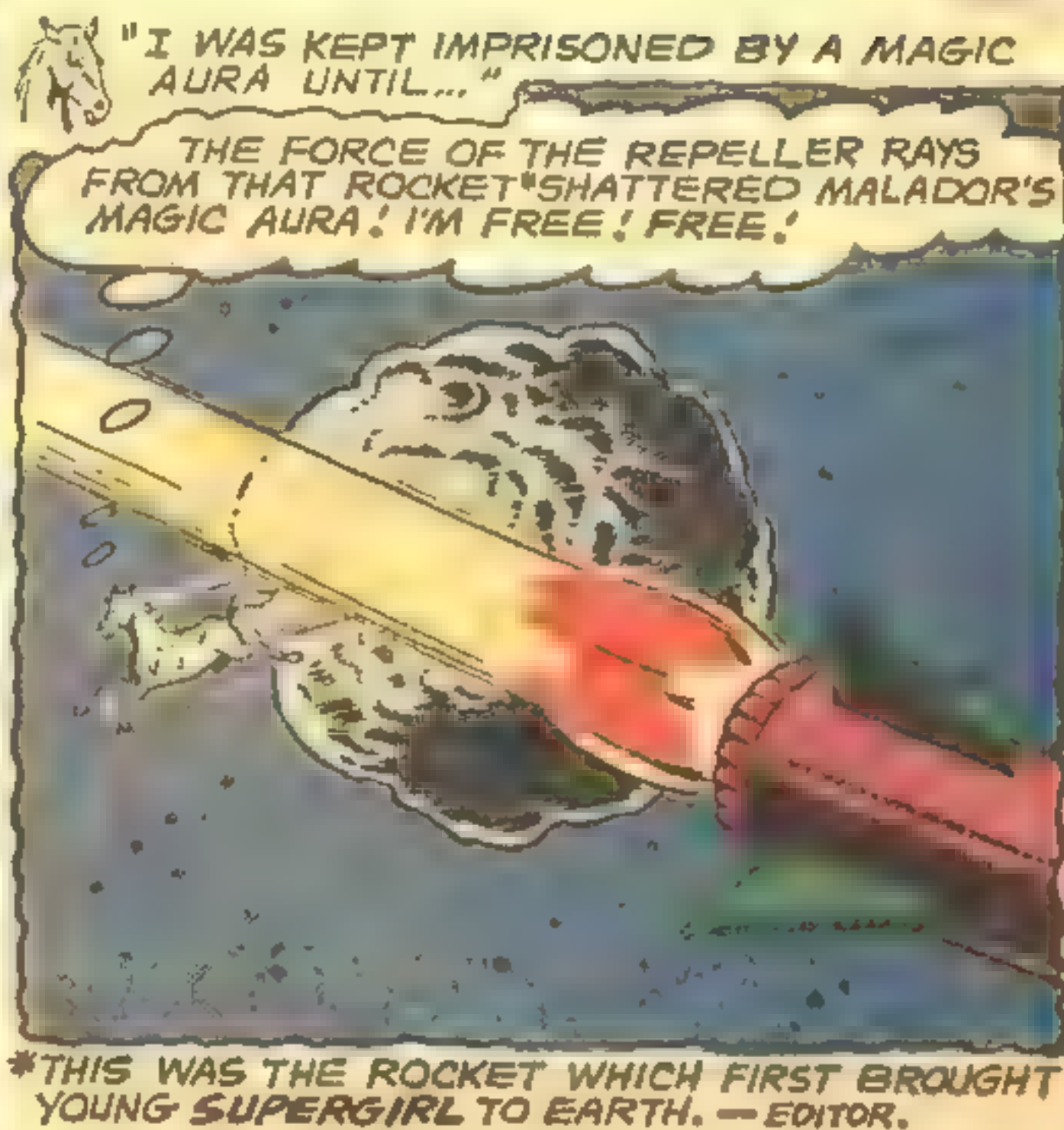
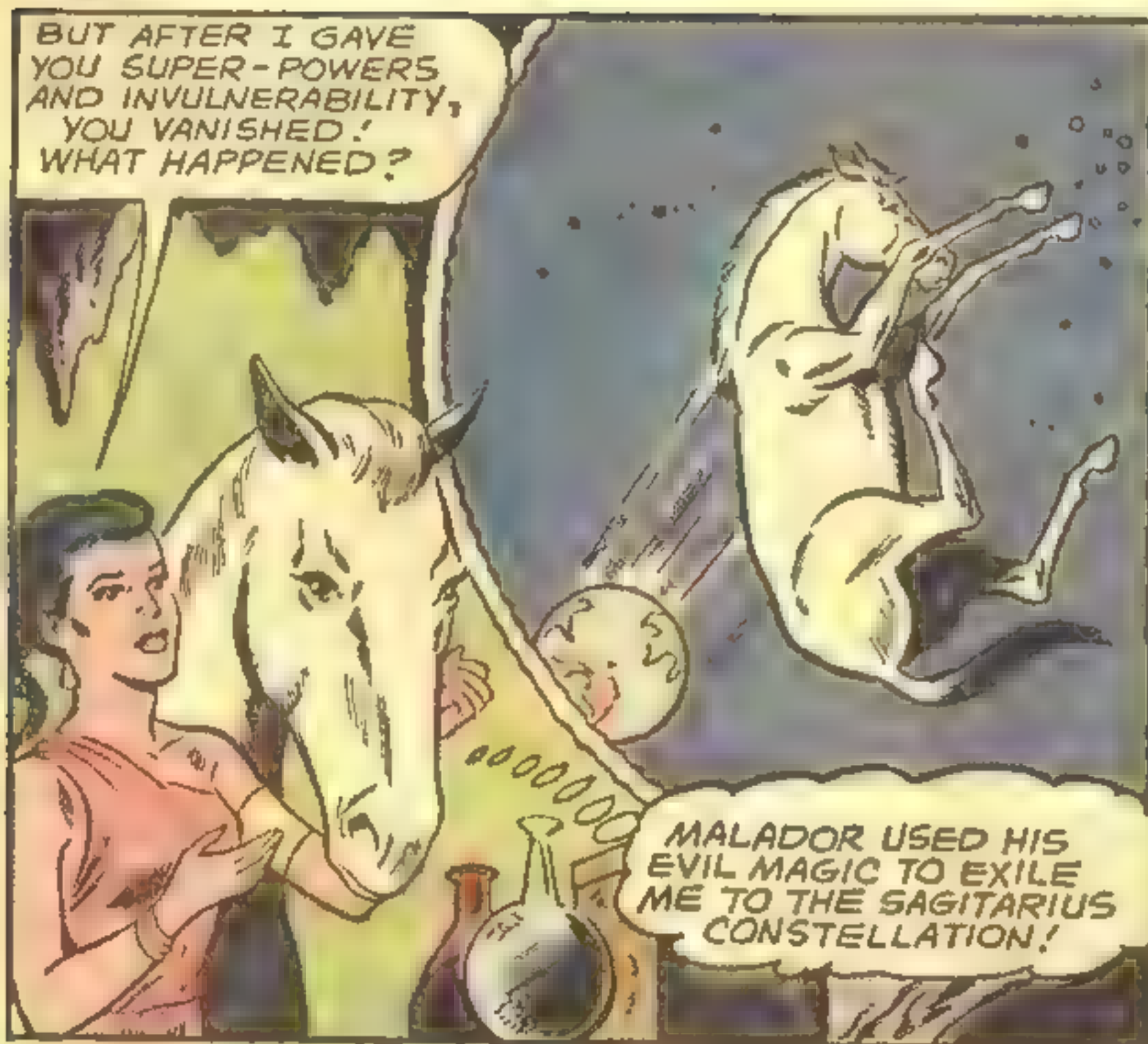
IT'S THAT BLACK-HEARTED MALADOR! HE PLANS VENGEANCE ON CIRCE! MY ARROW WILL FOIL HIM!



"TO REWARD YOU, I TRIED TO TURN YOU INTO A HUMAN, BUT UNKNOWN TO ME, MALADOR SWITCHED POTIONS..."

I GAVE YOU THE WRONG POTION, AND IT'S CHANGED YOU INTO A HORSE FOREVER! BUT TO MAKE UP FOR MY MISTAKE, I'LL GIVE YOU THE SUPER-POWERS OF THE GODS!





THE CHOICE IS YOURS! THE DROPS FROM THIS BREW WILL TRANSFORM YOU PERMANENTLY INTO A MAN SOON AFTER YOU RETURN TO THE FUTURE!

CIRCE,
HOW CAN I
THANK YOU!

AND AS SUPER-HORSE FLASHES AWAY AT SUPER-SPEED...

FAREWELL, MY FRIEND! I WILL WATCH THE FUTURE IN MY ORACLE BOWL! SHOULD YOU EVER REGRET BEING HUMAN, I'LL TRY TO HELP YOU!

NO! ONCE I'M A MAN, I KNOW I'LL NEVER WANT TO BE A FOUR-FOOTED BEAST AGAIN! GOODBYE, CIRCE!

BUT AS SUPER-HORSE FLASHES BACK THROUGH THE TIME BARRIER, CIRCE'S POTION HAS A WEIRD EFFECT...

SOMETHING'S WRONG WITH ME! MY BRAIN IS WHIRLING!... GOING TOO FAST... MUST SLOW DOWN!

1860

1600

STILL BEFUDDLED, COMET EMERGES MOMENTS LATER, UNAWARE THAT HIS SUBTERRANEAN DIVE HAS CREATED AN OIL GUSHER AND THAT THE GUSHER HOSED OFF HIS SUPER-CAPE...

WHAT IS THIS STRANGE BLACK LIQUID COVERING ME? WHERE AM I? WHO AM I?

1964

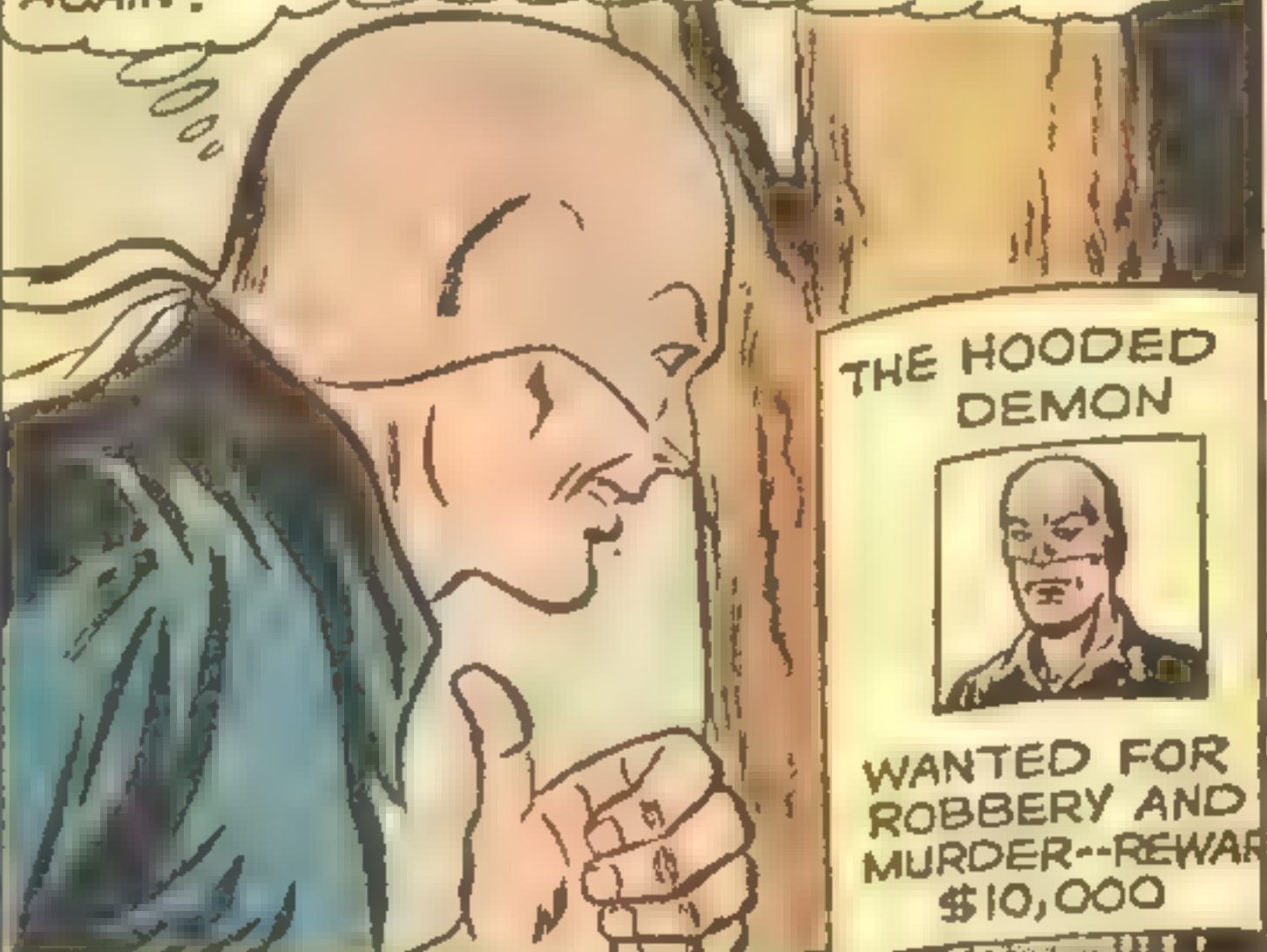
TEMPORARILY UNABLE TO CONTROL HIS SPEED, COMET PLUNGES DOWN, DOWN, THROUGH THE EARTH, INTO A SUB-SURFACE POOL OF OIL...

SUPER-HORSE DOESN'T KNOW IT, BUT ANOTHER SIDE-EFFECT OF CIRCE'S WEIRD BREW IS TEMPORARY AMNESIA...

I CAN'T REMEMBER ANYTHING! MY MIND IS BLANK... MUST FIND SOMEONE TO HELP ME!

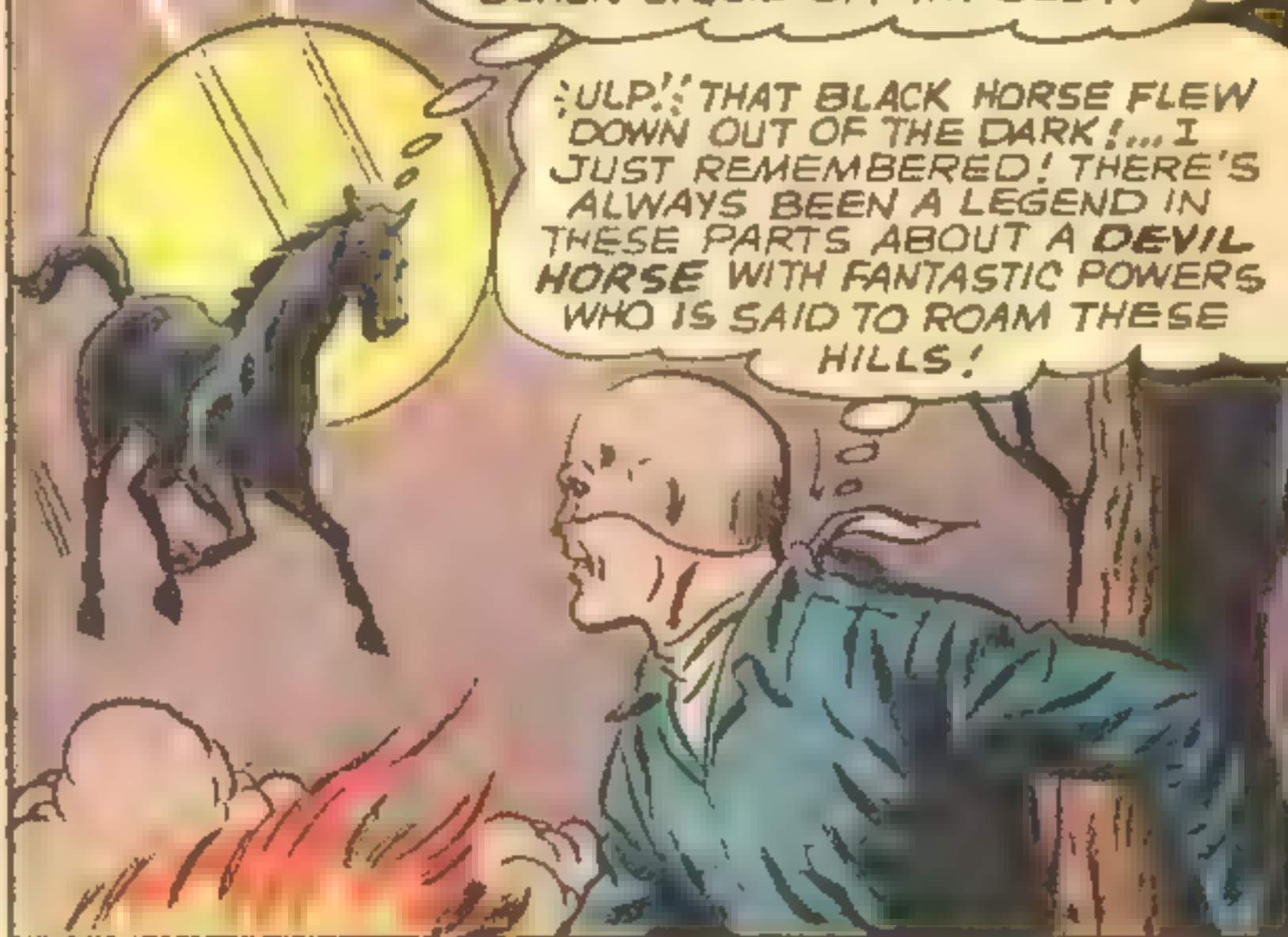
AS FATE WOULD HAVE IT, ANOTHER WANDERER IS ROAMING THE NEARBY COUNTRYSIDE...

THE FOOLS HAVE BEEN SEARCHING FOR ME EVER SINCE I BROKE JAIL! BAH! THEY'LL NEVER CAPTURE THE **HOODED DEMON** AGAIN!



AS NIGHT FALLS, THE ESCAPED CRIMINAL BUILDS A FIRE--BUT SUDDENLY...

A HUMAN! HE LOOKS FRIENDLY! PERHAPS HE'LL HELP ME GET THIS BLACK LIQUID OFF MY BODY!



IF HE'S REALLY THE **DEVIL HORSE**, HE WON'T BE AFRAID OF THESE FLAMES!



IGNITED BY THE FLAMES, **SUPER-HORSE'S** OIL-COVERED BODY INSTANTLY BURSTS INTO FLAMES...

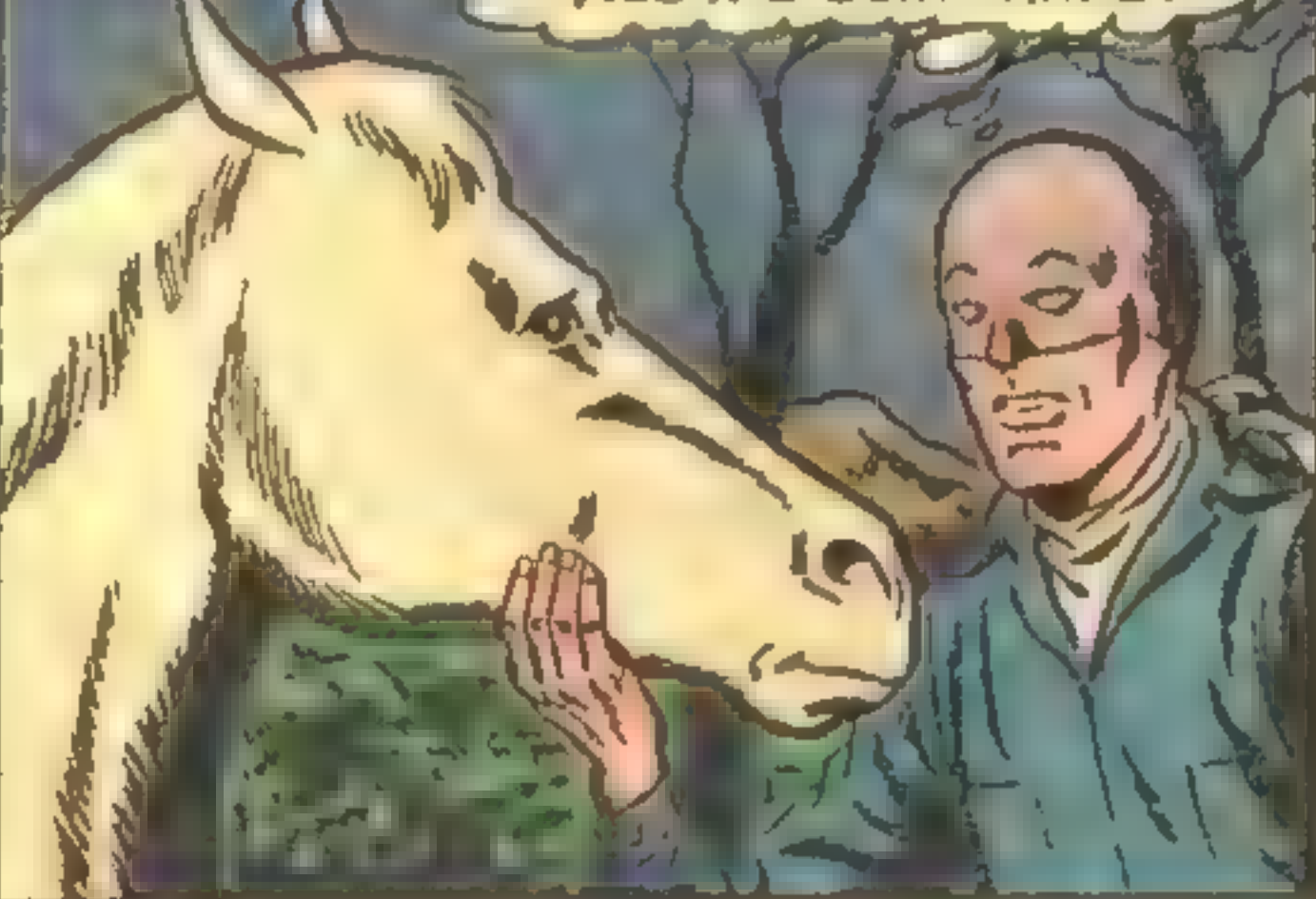
YE GODS! IT'S INCREDIBLE! HE'S COVERED WITH FIRE, YET HE FEELS NO PAIN!



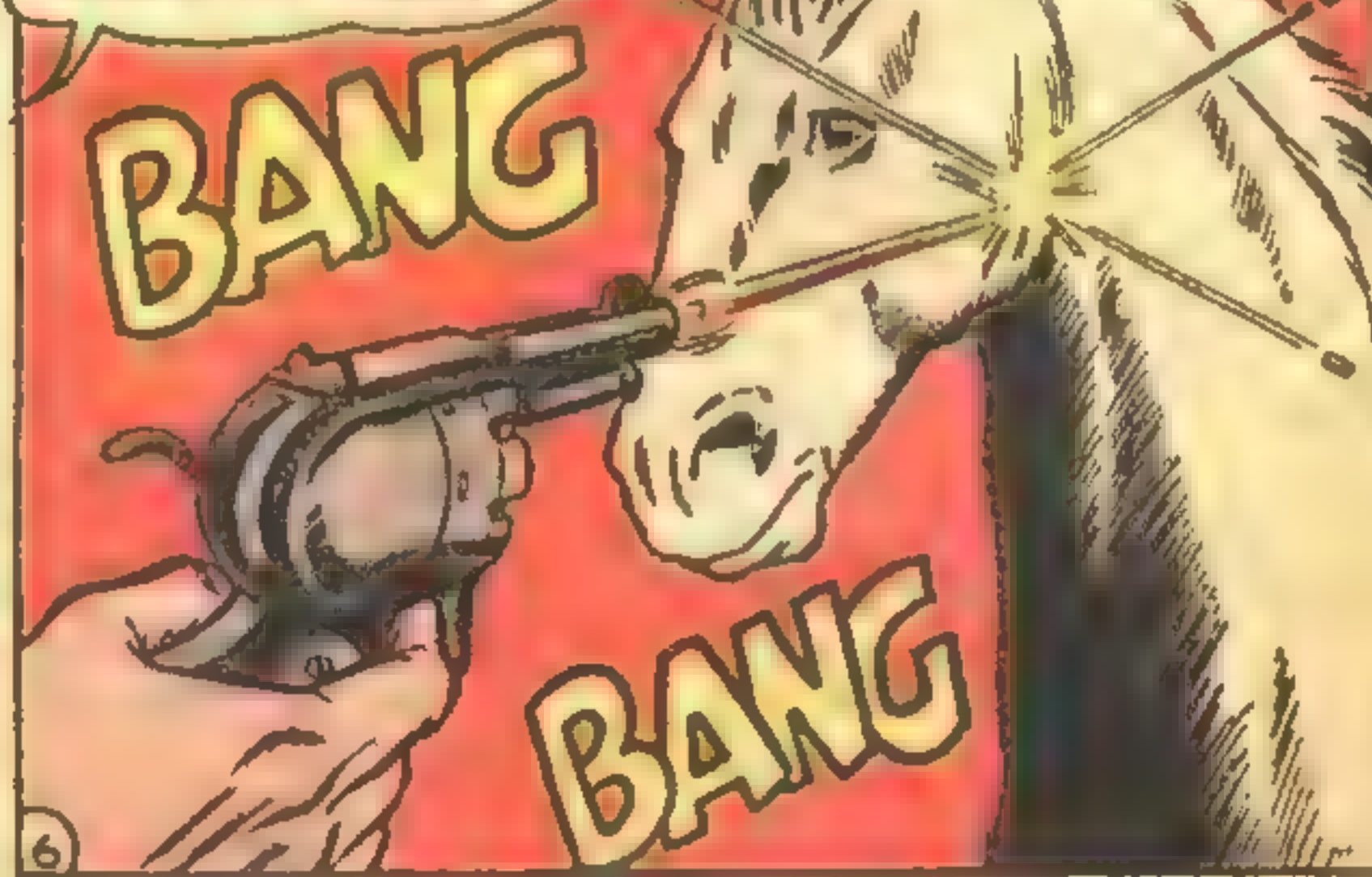
AND AS THE FLAMES BURN OFF THE OIL...

THIS MAN HELPED REMOVE THAT BLACK LIQUID FROM MY HIDE! HE **MUST** BE MY FRIEND!

WHAT DO YOU KNOW? THOSE FLAMES TURNED HIM WHITE! HMMM! ACCORDING TO THE LEGEND, IF ANYONE SEES HIM CHANGE COLOR, THE **DEVIL HORSE** WILL OBEY ALL HIS COMMANDS!



BUT THIS IS TOO WEIRD TO BE TRUE! I'LL GIVE HIM ONE MORE TEST... FANTASTIC! THOSE BULLETS BOUNCED OFF HIM! HE'S THE **DEVIL HORSE**, ALL RIGHT!



WITH HIS TELEPATHY DULLED BY AMNESIA, SUPER-HORSE IS UNABLE TO DETECT THE CRIMINAL'S EVIL PLANS...

WHAT A BREAK! NOW I, THE HOODED DEMON, HAVE A DEVIL HORSE TO RIDE! WITH HIS FANTASTIC POWERS AND MY BRAINS, WE'LL BE ABLE TO RAID ANY BANK IN THE COUNTRY! WE'LL PULL OUR FIRST JOB TOMORROW!



THE NEXT DAY...

THERE IT IS! THE OIL CITY SPECIAL! I HAPPEN TO KNOW IT'S CARRYING \$100,000 IN COLD CASH! COME ON, DEVIL HORSE, THAT MONEY IS AS GOOD AS OURS!



SECONDS LATER...

GASP! IT'S THE HOODED DEMON-- AND HE'S ON A FLYING HORSE! THEY PASSED US AS IF WE WERE STANDING STILL!



THEN, EVEN MORE INCREDIBLY...

YOU HEARD ME, DEVIL HORSE! I ORDER YOU TO STOP THAT TRAIN! WITH YOUR SUPERNATURAL POWERS, IT CAN'T HURT YOU!

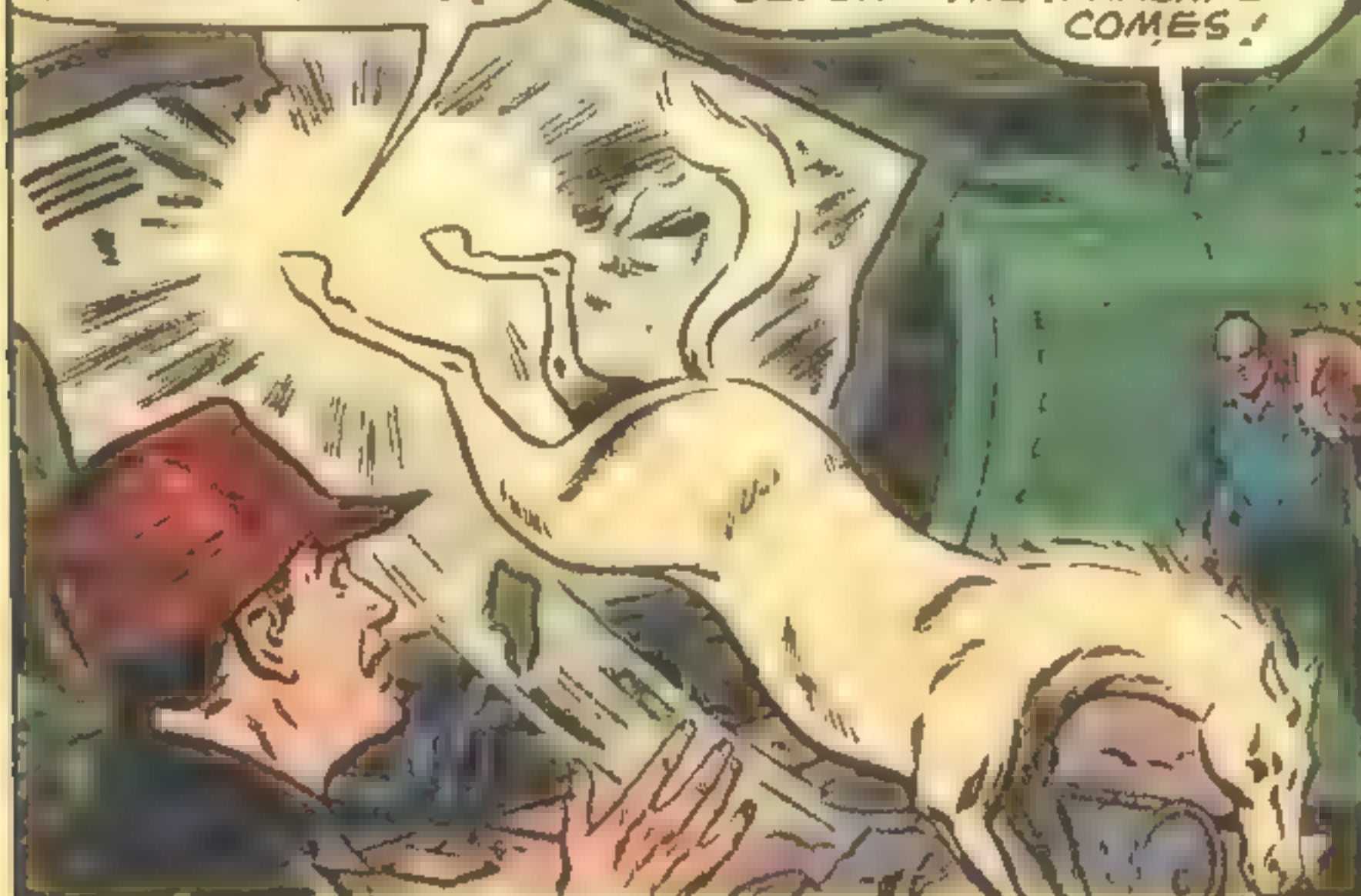
THIS HOODED RIDER IS MY FRIEND! HE WOULDN'T ASK ME TO DO EVIL! I WILL OBEY HIM!



MINUTES LATER...

GREAT DAY! THAT HORSE KICKED THE EXPRESS CAR TO SMITHEREENS!

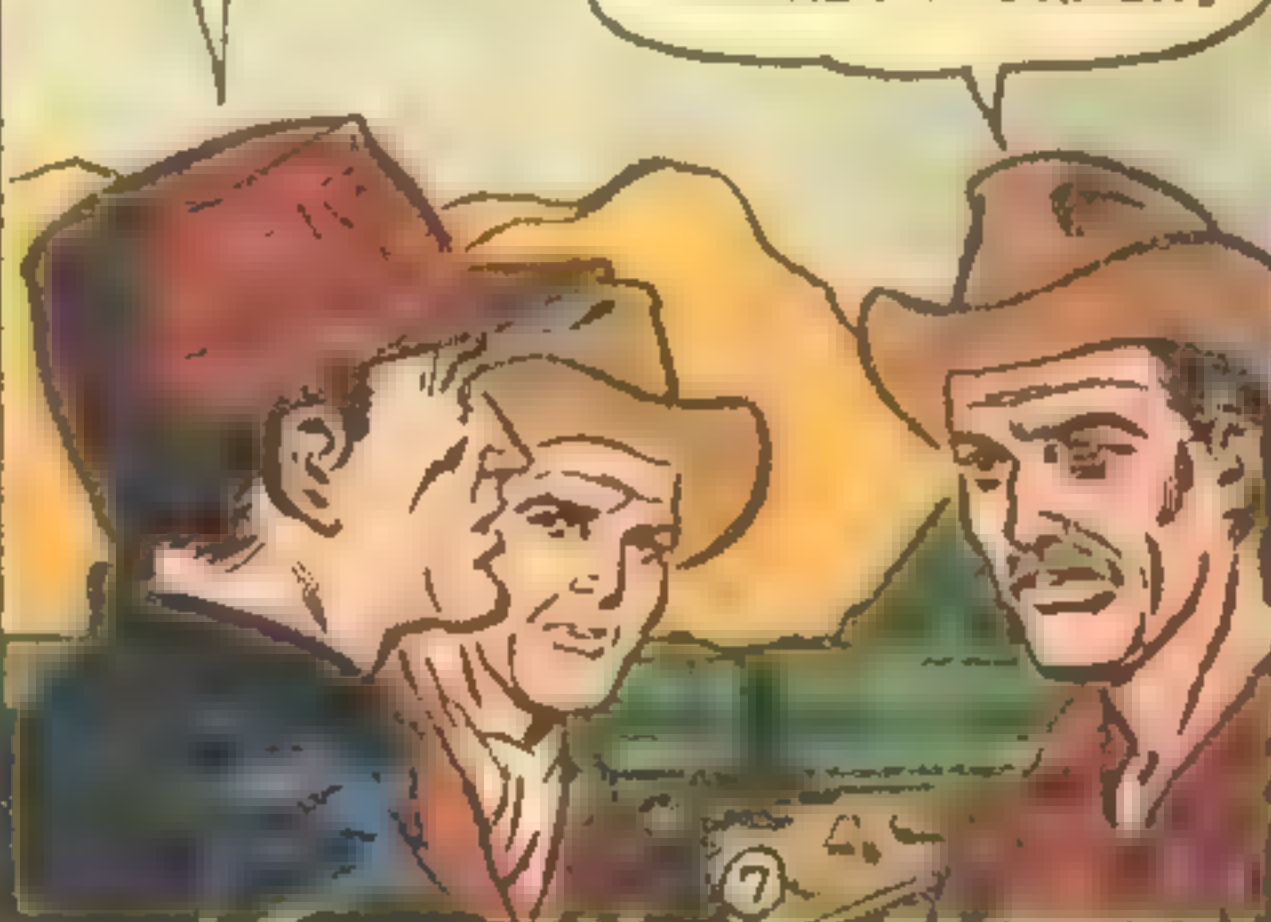
OKAY, DEVIL HORSE! I'VE GOT THAT SHIPMENT OF CURRENCY FROM THE SAFE! LET'S BEAT IT BEFORE THE MARSHAL COMES!



LATER, AS THE POSSE ARRIVES...

IT WAS THE HOODED DEMON, MARSHAL! HIS HORSE USED SUPER-POWERS TO WRECK THE TRAIN AND ROB THE EXPRESS CAR!

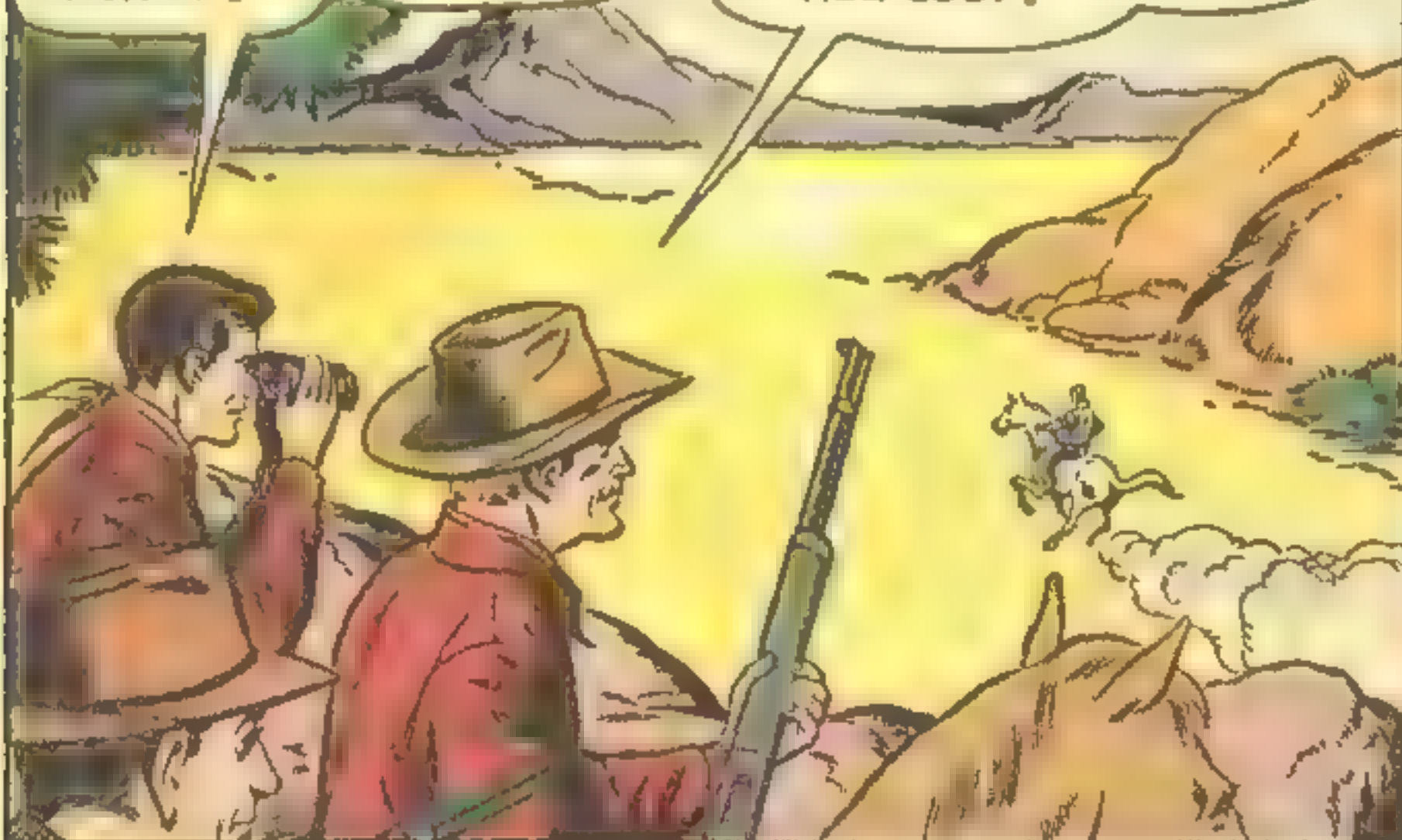
ONLY SUPER-HORSE IS THAT STRONG! BUT HE'D NEVER COMMIT A CRIME! YOU MUST BE MISTAKEN! HOWEVER, WE'LL SEARCH THE AREA!



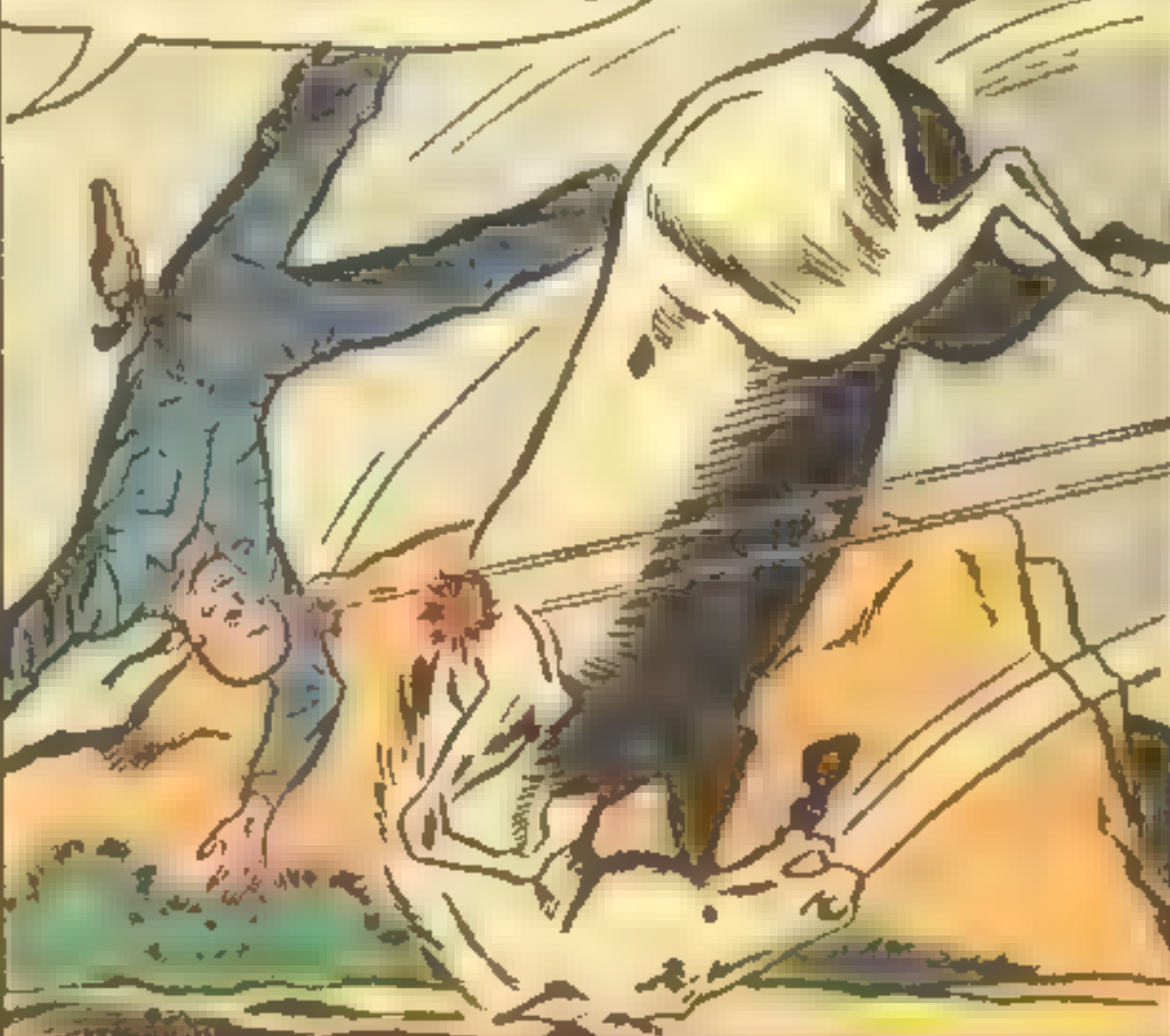
BUT SOON AFTERWARD, IN THE NEARBY HILLS...

LOOK, MARSHAL! IT'S THE HOODED DEMON! HE'S ON HIS DEVIL HORSE! BUT I DON'T SEE THE MAIL SACK WITH THE MONEY!

HE MUST HAVE CACHED IT IN A NEARBY HIDEOUT! OPEN FIRE, MEN! STOP THEM AT ALL COST!



GOT THEM BOTH! THAT PROVES THAT CRITTER ISN'T **SUPER-HORSE**! I HIT HIM WITH A BULLET!*

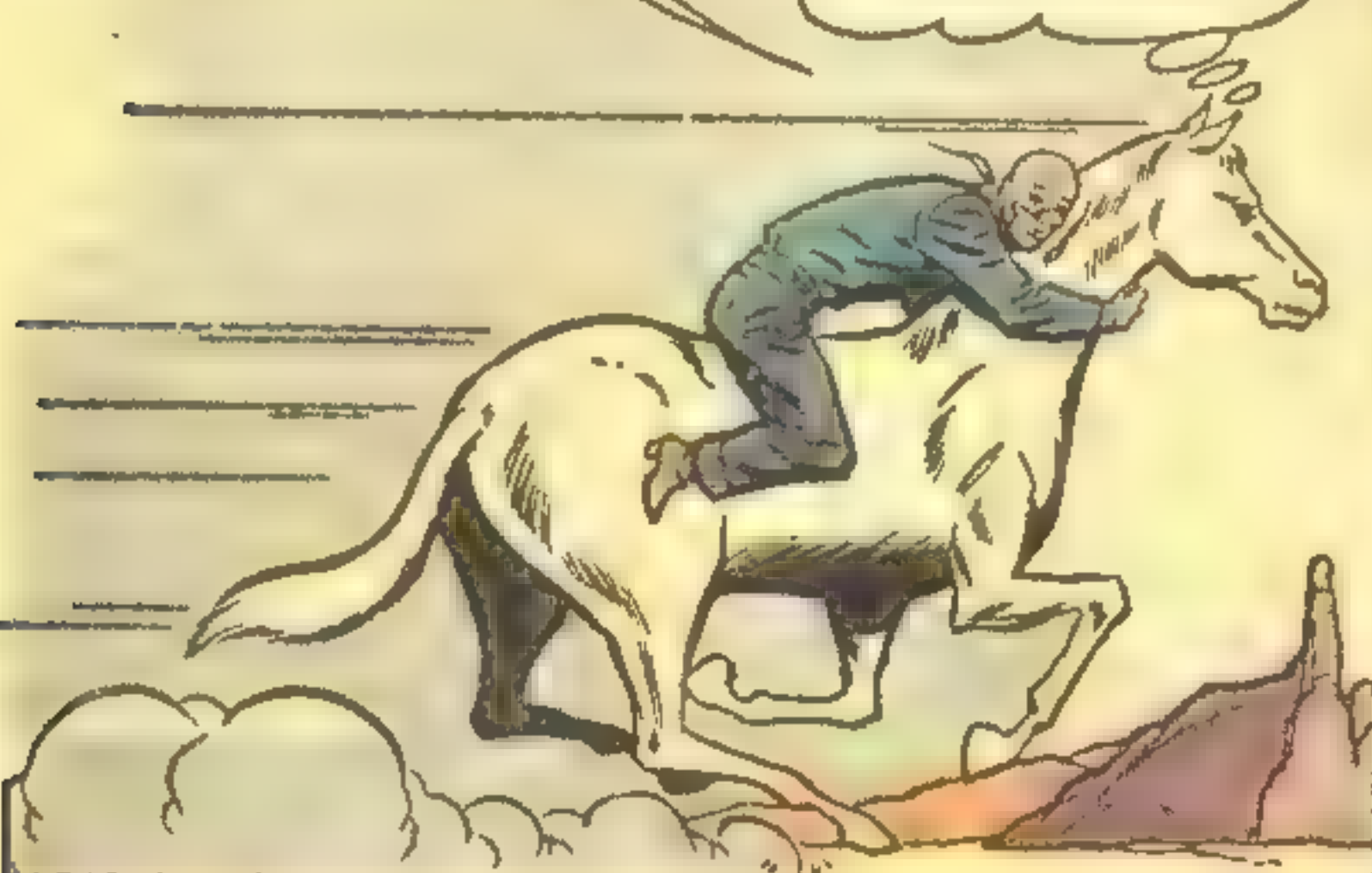


AS A DELAYED EFFECT OF CIRCE'S BREW, **SUPER-HORSE** IS NOW LOSING HIS SUPER-POWERS...

BUT, STRAINING MIGHTILY, THE WOUNDED STEED LEAPS TO HIS FEET, HIS RIDER ASTRIDE HIM, AND...

COME ON, DEVIL HORSE... FASTER... GOT TO GET BACK TO THE HIDEOUT, PRONTO!

PAIN... IN MY SHOULDER! STRANGE, I CAN'T RECALL EVER HAVING FELT THAT SENSATION!



SOON, IN THE CAVERN, THE CRIMINAL CHANGES...

GOT TO FIND A DOCTOR! BUT I CAN'T RIDE DEVIL HORSE, NOW THAT HE LOST HIS POWERS AND GOT WOUNDED! I'LL SWITCH CLOTHES AND ESCAPE ON FOOT WITH MY LOOT!



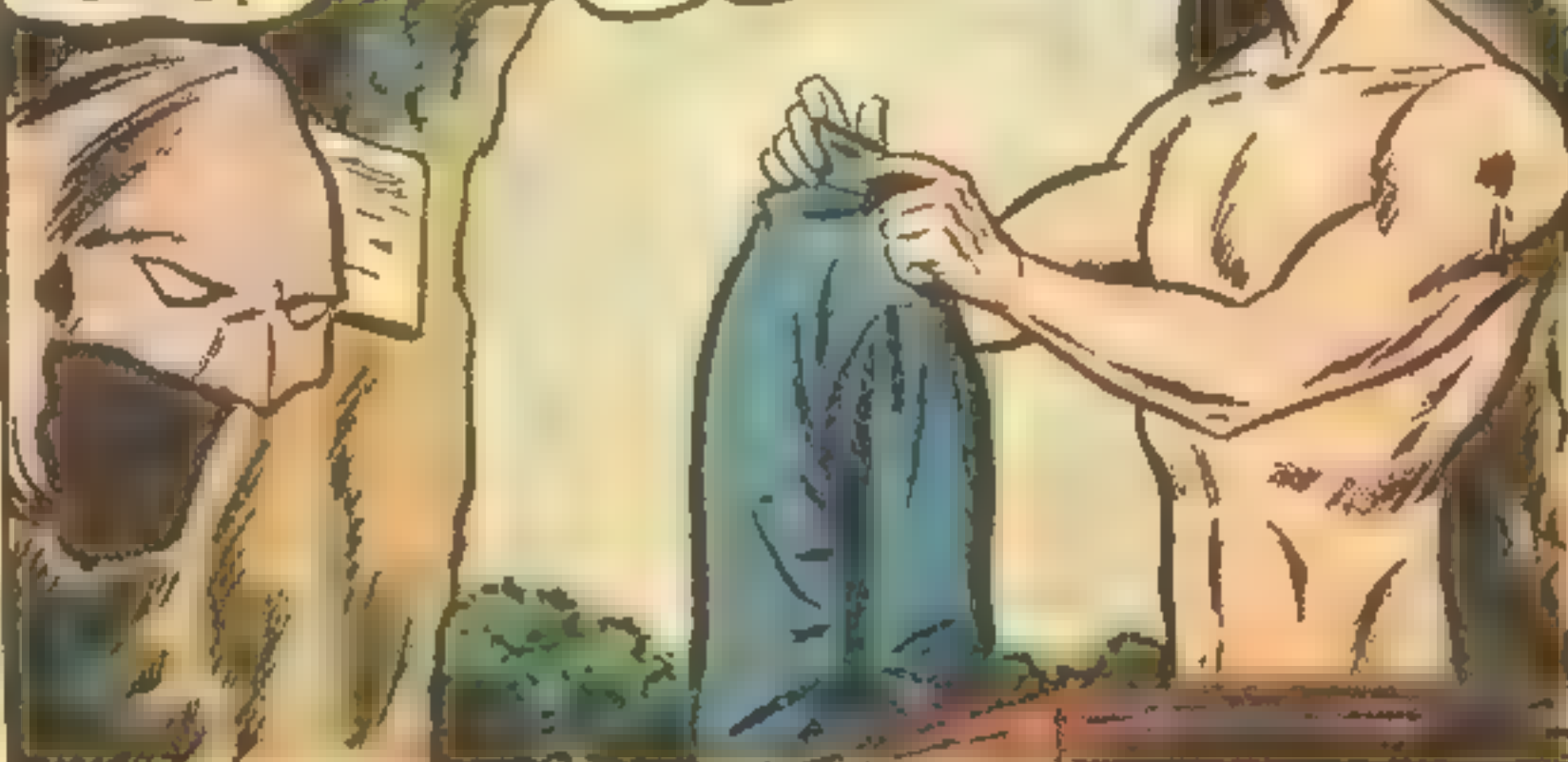
BUT MOMENTS AFTER THE EVIL-DOER LEAVES...

A WEIRD CHANGE IS COMING OVER ME!-- AND MY MIND IS CLEARING... I'VE BECOME A HUMAN. BUT THAT ONLY HAPPENS FOR A TEMPORARY TIME WHENEVER I'M IN RANGE OF A COMET, LIKE HALLEY'S... WAIT... I REMEMBER NOW...



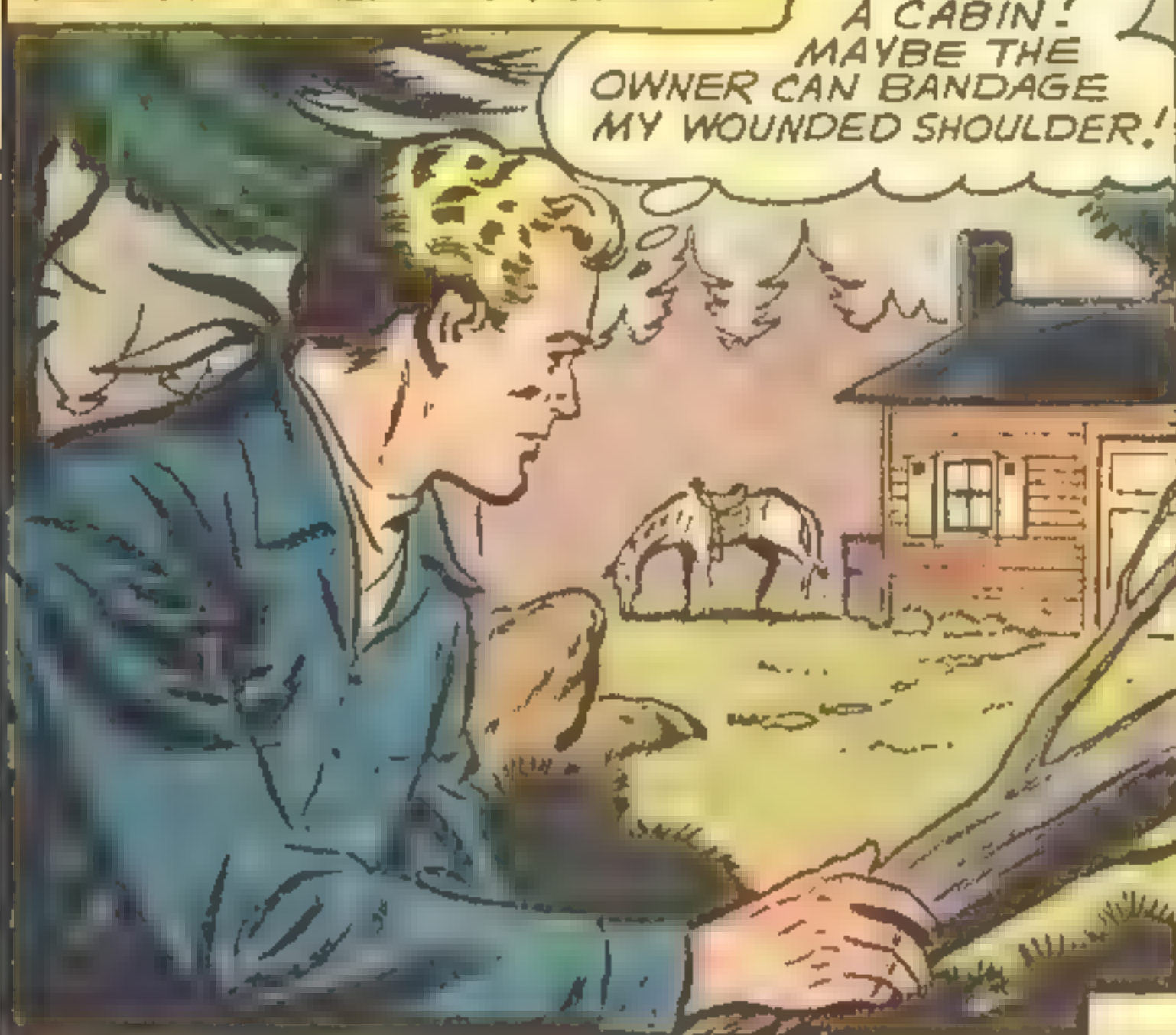
WITH THE SUDDEN TRANSMUTATION, MEMORY RETURNS!

...CIRCE'S MAGIC MADE ME HUMAN! BUT WHILE I WAS STILL **SUPER-HORSE**, I HELPED THE HOODED DEMON COMMIT A CRIME AND WAS WOUNDED... I'D BETTER DON THE DEMON'S COSTUME AND LOOK FOR SOMEONE TO PATCH UP MY WOUND!



SOON, IN A NEARBY FOREST...

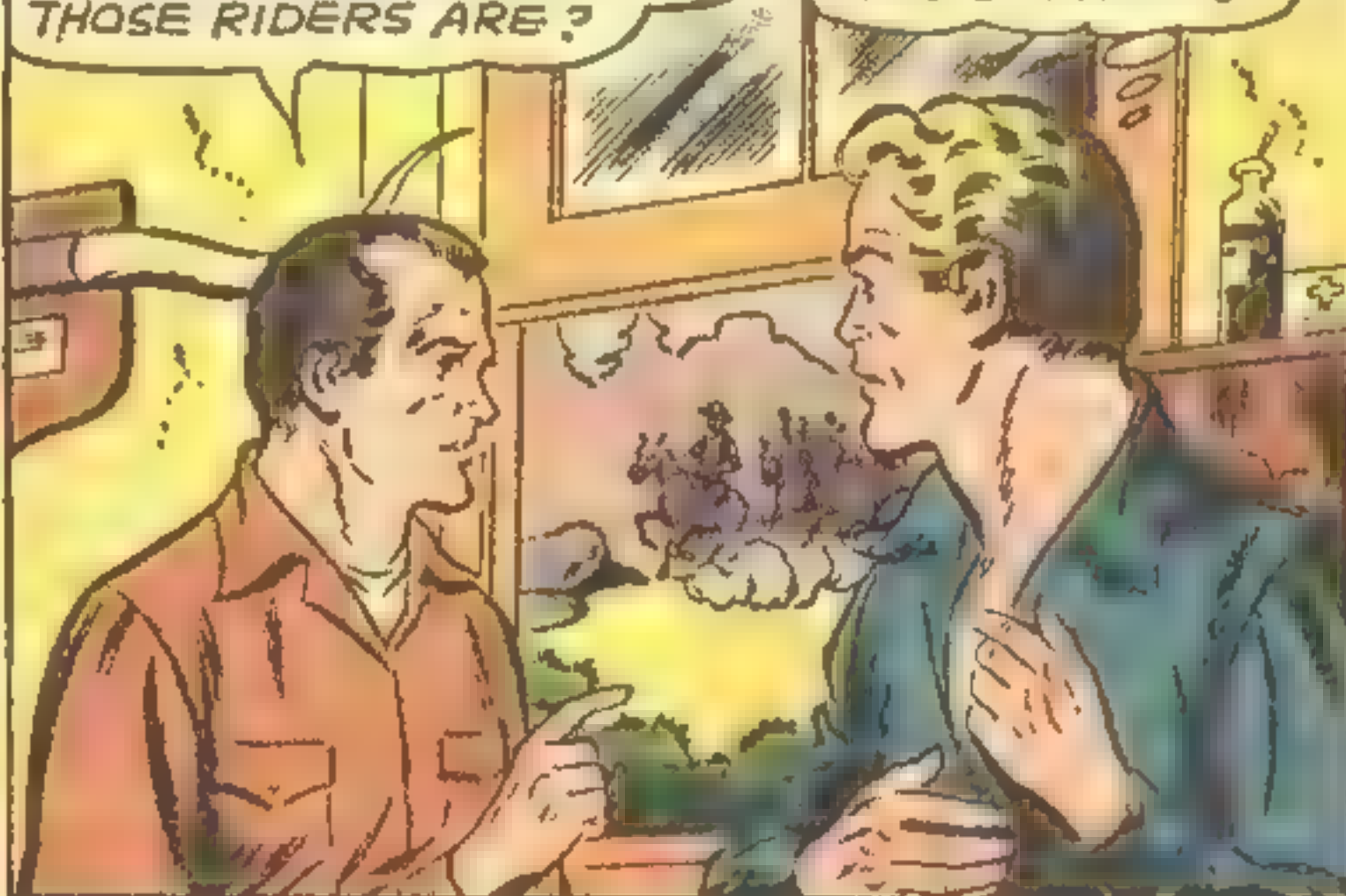
A CABIN!
MAYBE THE
OWNER CAN BANDAGE
MY WOUNDED SHOULDER!



LUCKILY, THE OWNER IS A FOREST RANGER, TRAINED
IN FIRST-AID! BUT...

SO YOU WERE WOUNDED BY
A CARELESS HUNTER? LUCKY
IT'S JUST A FLESH WOUND...
OH-OH! WONDER WHO
THOSE RIDERS ARE?

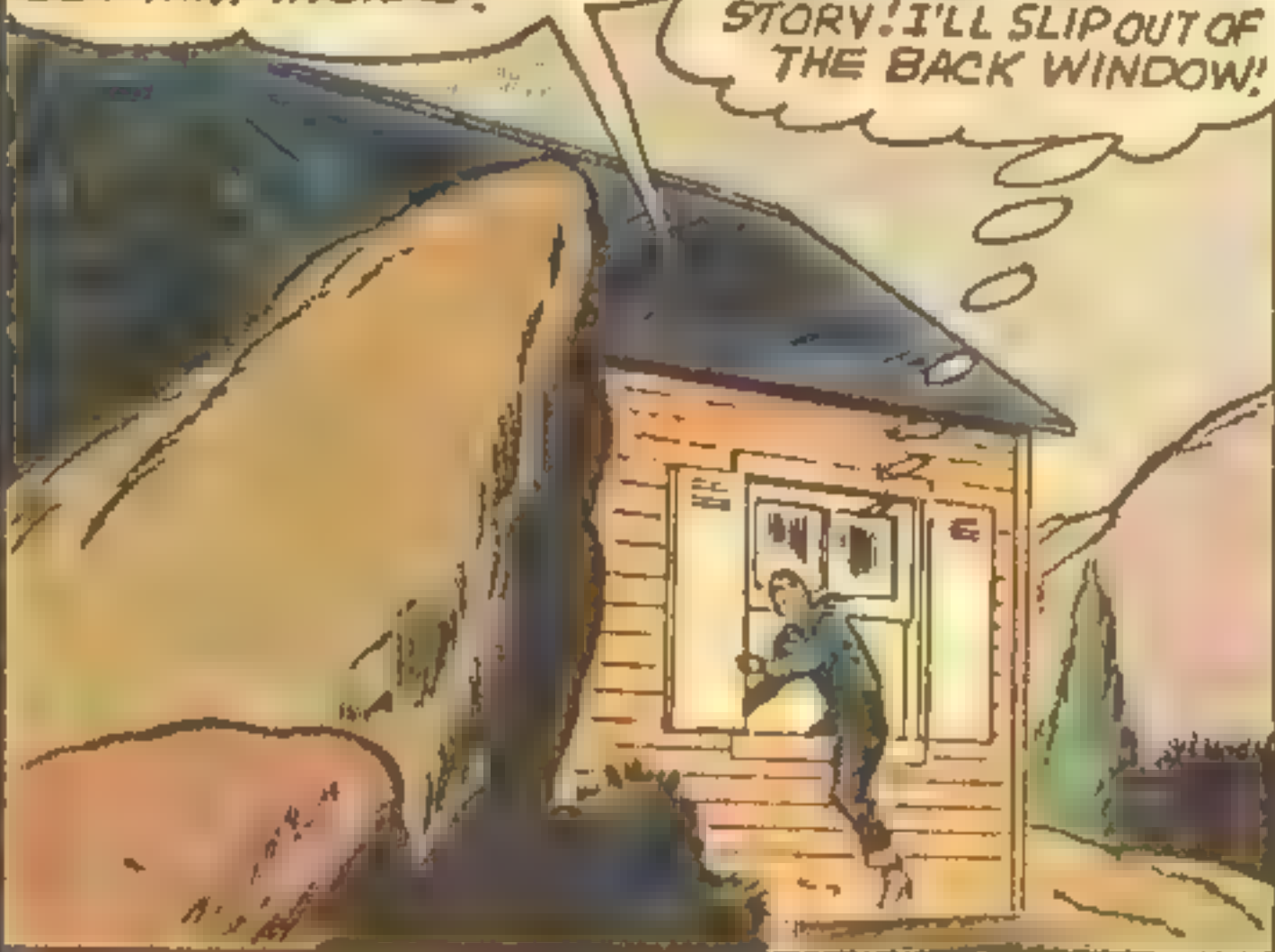
IT'S THE POSSE! THEY'RE
HUNTING FOR THE
HOODED DEMON,
AND I'M WEARING
HIS CLOTHES!



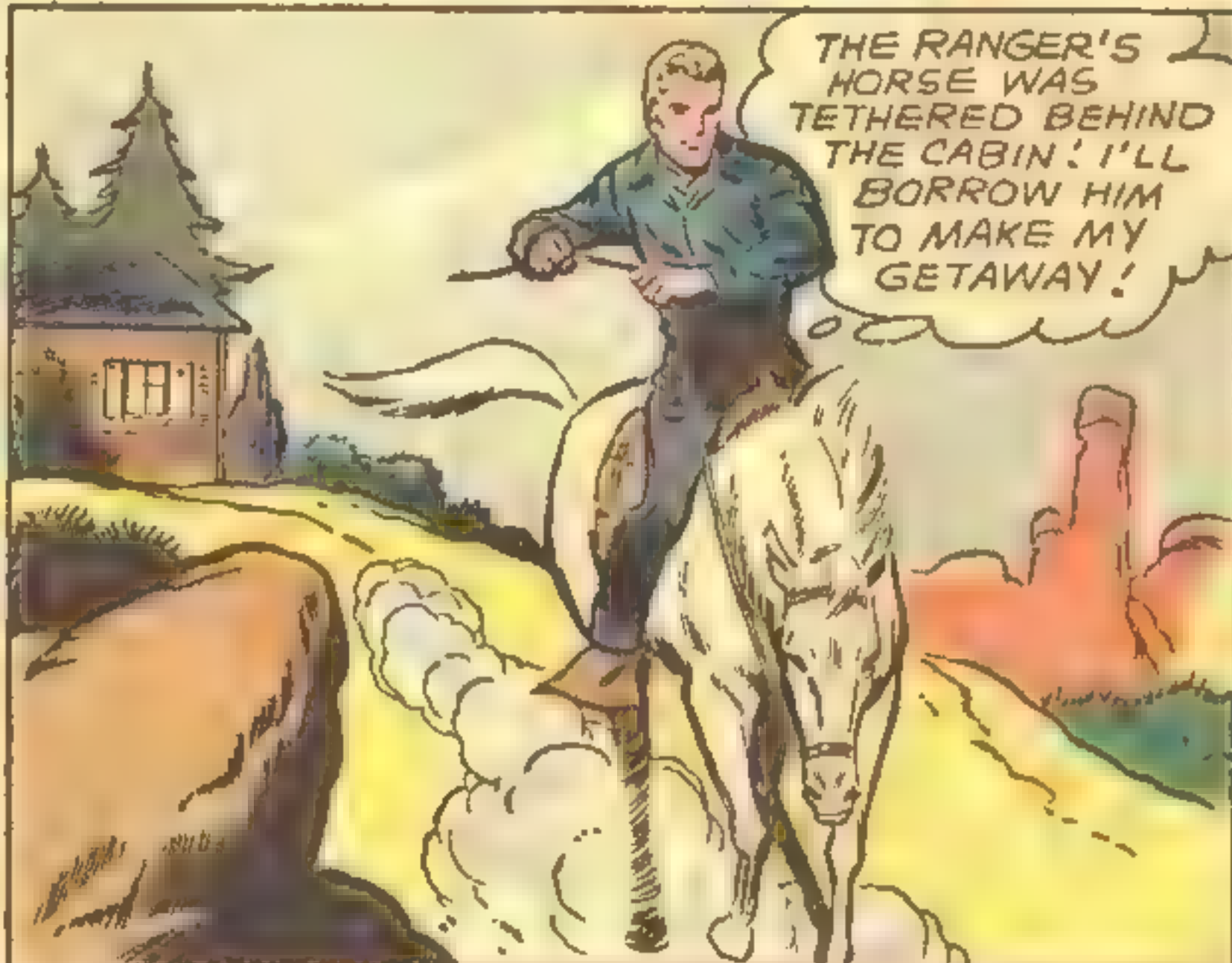
MOMENTS LATER...

YOU SAY YOU'RE SEARCHING
FOR A WOUNDED CRIMINAL
WHO'S WEARING A BLUE
COSTUME? I THINK I'VE
GOT HIM INSIDE!

ULP!! THEY THINK
I'M THE TRAIN
ROBBER! THEY'LL
NEVER BELIEVE MY
STORY! I'LL SLIP OUT OF
THE BACK WINDOW!



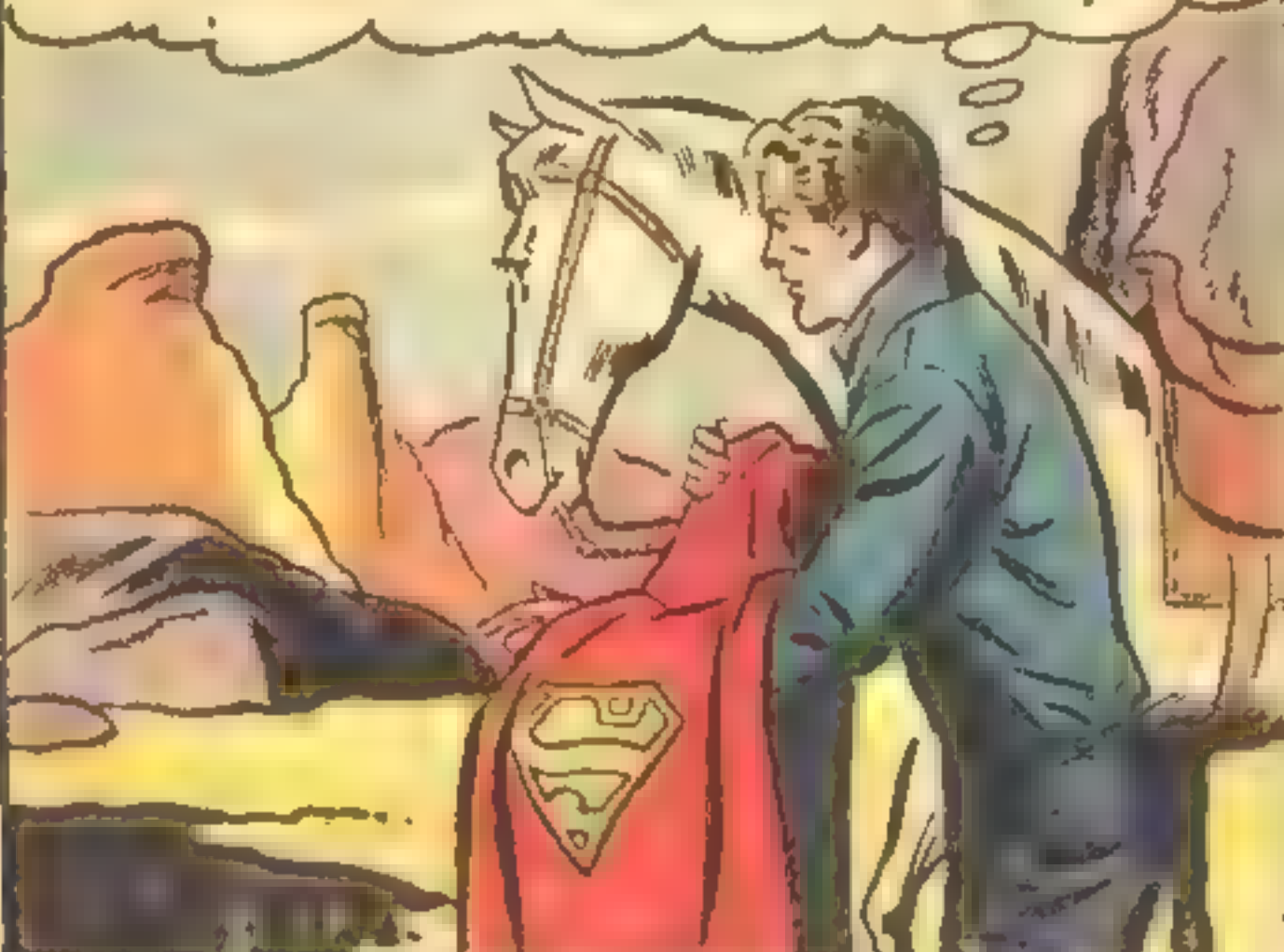
THE RANGER'S
HORSE WAS
TETHERED BEHIND
THE CABIN! I'LL
BORROW HIM
TO MAKE MY
GETAWAY!



WHAT IRONY! THE MAN WHO WAS ONCE THE MIGHTY
SUPER-STALLION MUST RIDE A HORSE TO MAKE HIS
ESCAPE!

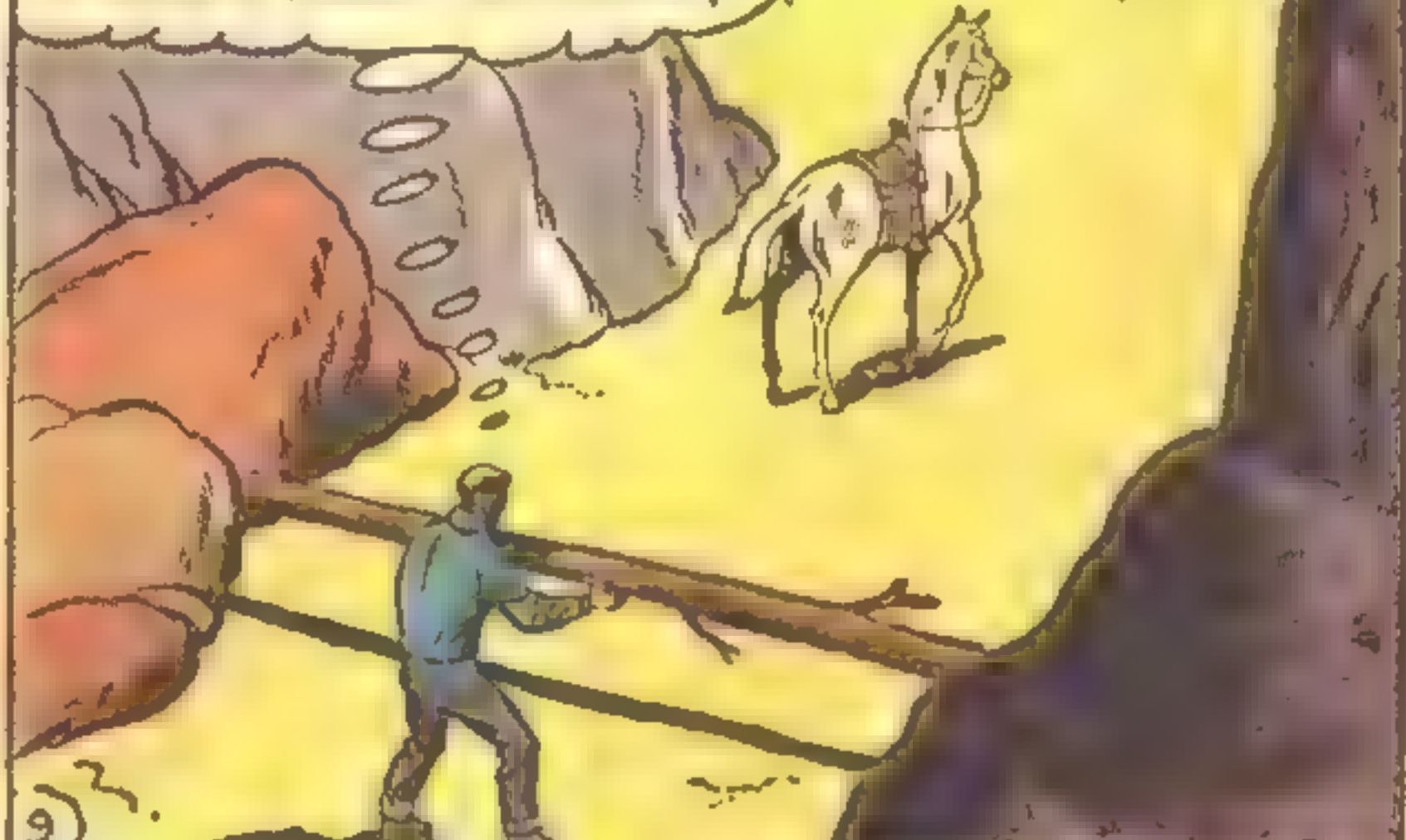
WHILE FLEEING, THE FUGITIVE PAUSES
MOMENTARILY NEAR A BUBBLING OIL POOL...

I JUST REMEMBERED MY SUPER-CAPE,
WHICH WAS LOOSENEED BY THE OIL GUSHER I
CREATED! I MAY NEED IT IN THE FUTURE!
I'LL HIDE IT IN THE SADDLE BAG AND CLEANSE
IT WITH FIRE THE FIRST CHANCE I GET!



LATER, MILES AWAY...

THEY'LL BE HUNTING A RIDER
ON A WHITE HORSE! I'LL LEAVE
HIM HERE AND CONTINUE ON
FOOT! THIS LOG WILL KEEP HIM
FENCED IN THAT BOX-CANYON
IN CASE I NEED HIM AGAIN!



BUT ON A NEARBY MOUNTAIN TRAIL...

GASP! IT'S SUPERGIRL, IN HER LINDA LEE DANVERS IDENTITY! SHE'S WITH A GROUP OF STUDENTS FROM MIDVALE... I REMEMBER NOW! SHE SAID SHE EXPECTED TO BE IN THE OIL CITY AREA ON A SIGHT-SEEING TRIP!

THAT LEDGE IS CRUMBLING! I MUST SAVE LINDA BEFORE SHE'S FORCED TO REVEAL HERSELF AS SUPERGIRL! THE ROPE ON DICK MALVERNE'S SHOULDER IS JUST WHAT I NEED!

IN THE NEXT INSTANT...

EEK! LINDA!

I THOUGHT I'D HAVE TO USE MY SUPER-POWERS TO SAVE MYSELF! BUT THAT LASSO CAME OUT OF NOWHERE AND STOPPED MY FALL! THANK HEAVENS!

AS LINDA IS HAULED TO SAFETY...

GLAD I WAS ABLE TO HELP YOU, MISS! I'M "BRONCO BILL" STARR!

THAT'S THE NAME I USED LAST TIME I WAS A HUMAN!

"BRONCO BILL!" I MET HIM ONCE BEFORE, AS SUPERGIRL! BUT IF I REVEAL THAT, I'LL EXPOSE MY SECRET IDENTITY!

YOU SAVED MY LIFE! I'D LIKE TO THANK YOU... WITH A KISS!

"BRONCO BILL'S" REWARD REVIVES OLD MEMORIES...

HE DOESN'T KNOW IT, BUT I KISSED HIM THAT TIME WE MET, TOO!

HOW I LOVE HER! WONDER WHAT SHE'D SAY IF I TOLD HER I REMEMBER HER KISSING ME ONCE BEFORE IN HER SUPERGIRL IDENTITY!

THESE MOUNTAIN TRAILS ARE DANGEROUS! COULD YOU USE ME AS A GUIDE?

AS SUPER-HORSE, I ROAMED THIS AREA WHEN I FIRST CAME TO EARTH!

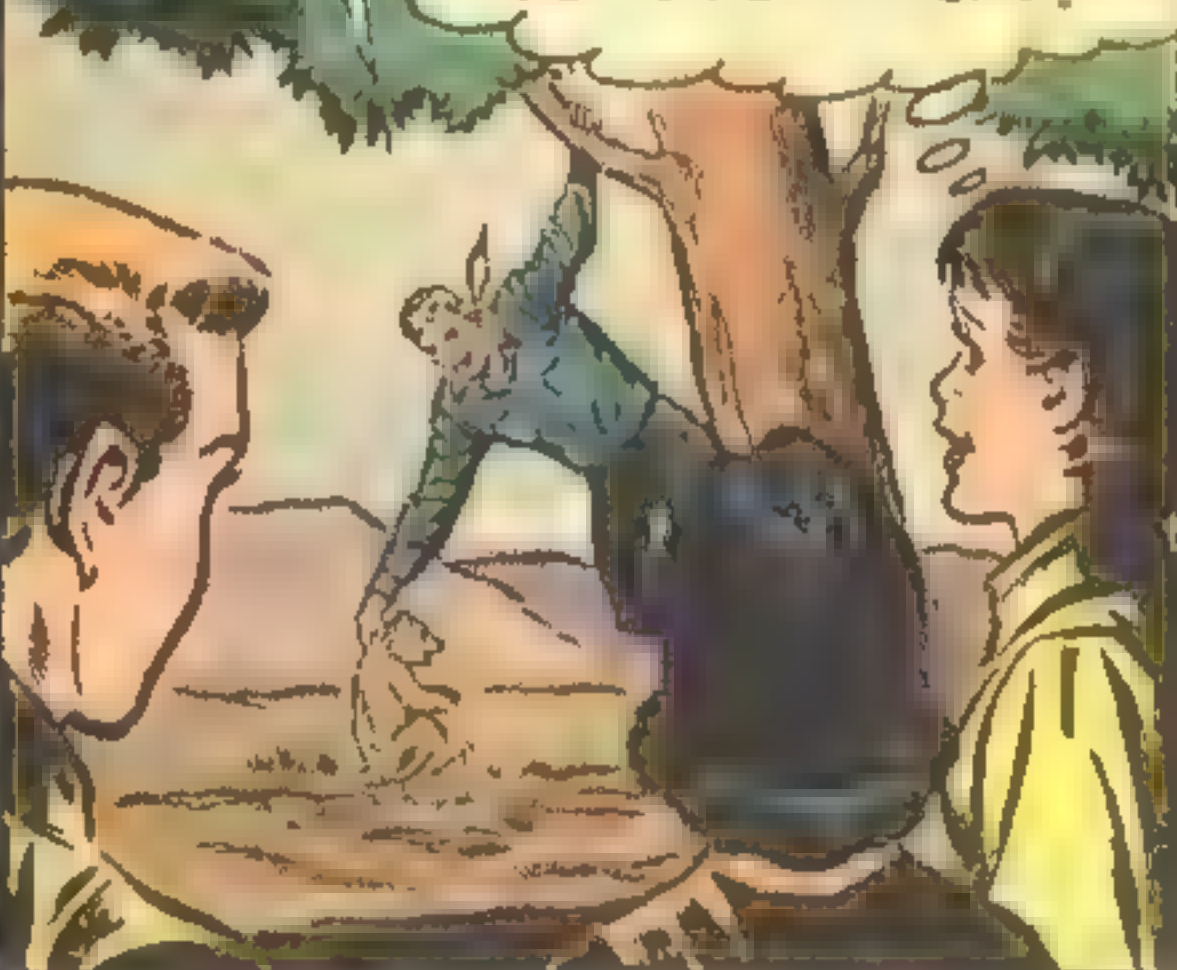
THE GUIDE WE HIRED TOOK SICK, SO THE JOB IS YOURS, BILL!

HE'S SO RUGGEDLY HANDSOME! SIGH!

LATER, LINDA FINDS HERSELF EVEN MORE ATTRACTED TO THE HANDSOME GUY...

THIS BEAR CUB IS CAUGHT IN THE QUICKSAND! I'LL SAVE HIM!

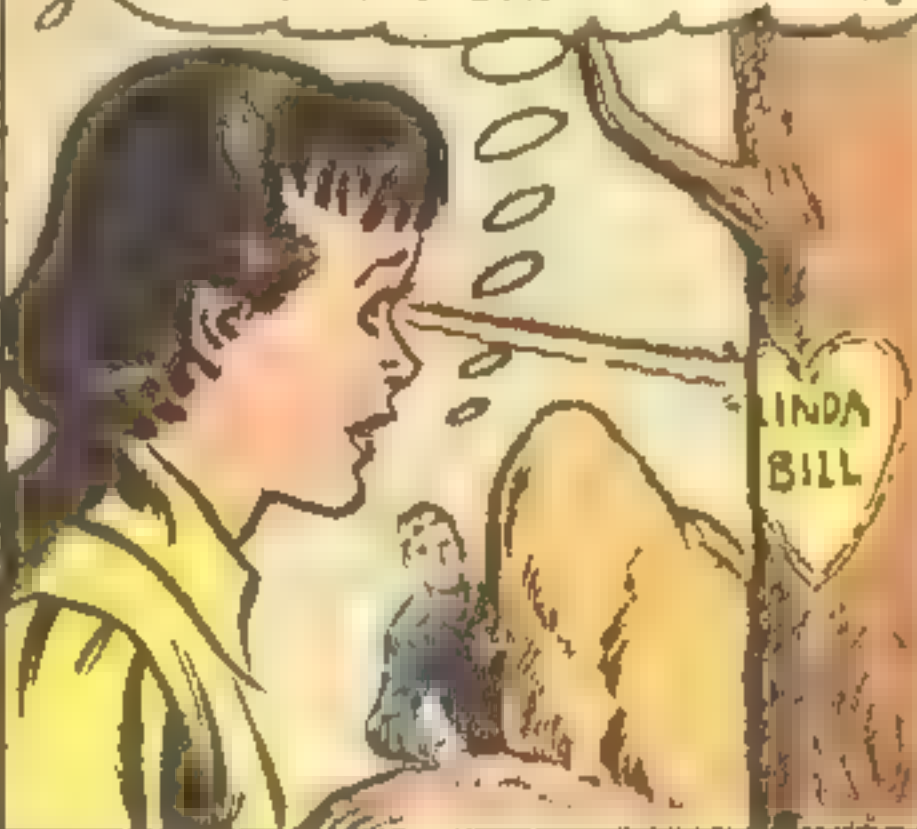
HE'S SO COURAGEOUS! HE HAS MY HEART DOING FLIP-FLOPS!



THE NEXT DAY, WHEN LINDA THINKS SHE'S ALONE...

I CAN'T GET BILL OFF MY MIND! I--I GUESS I'M FALLING FOR HIM!

SHE'S USING HER HEAT-VISION TO CARVE THAT HEART! GULP! THEN SHE DOES CARE FOR ME! I'LL TELL HER HOW I FEEL THE FIRST CHANCE I GET!



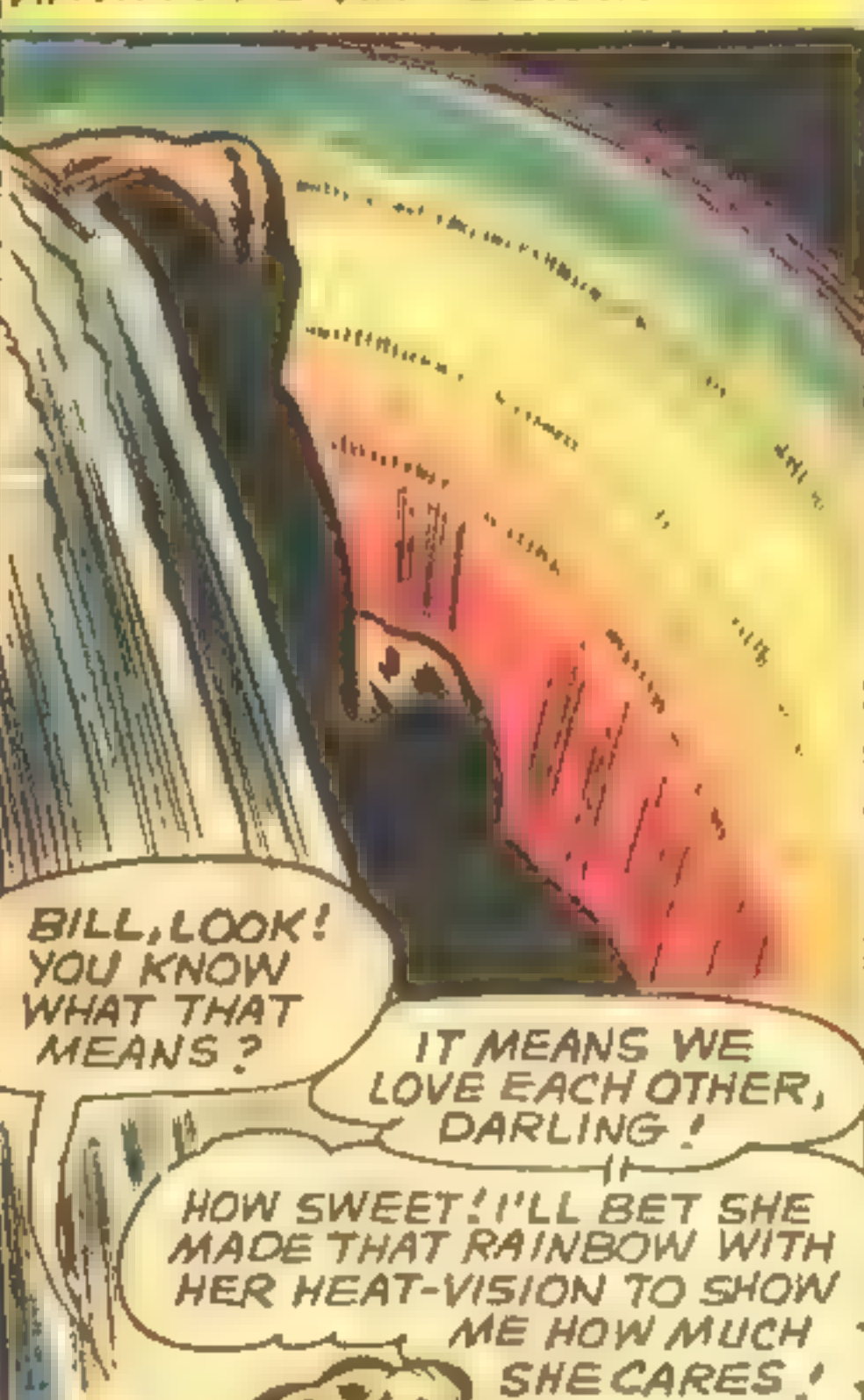
SOON AFTERWARD, AT A FAMOUS LANDMARK...

LINDA, THEY SAY THAT WHEN - EVER TRUE SWEETHEARTS PASS BENEATH LOVERS' FALLS, A RAINBOW FORMS IN THE WEST!

I'VE WATCHED A DOZEN TOURIST COUPLES PASS UNDER, AND NO SIGN OF A RAINBOW! IT MUST BE A SILLY SUPERSTITION, BUT LET'S TRY IT FOR KICKS!



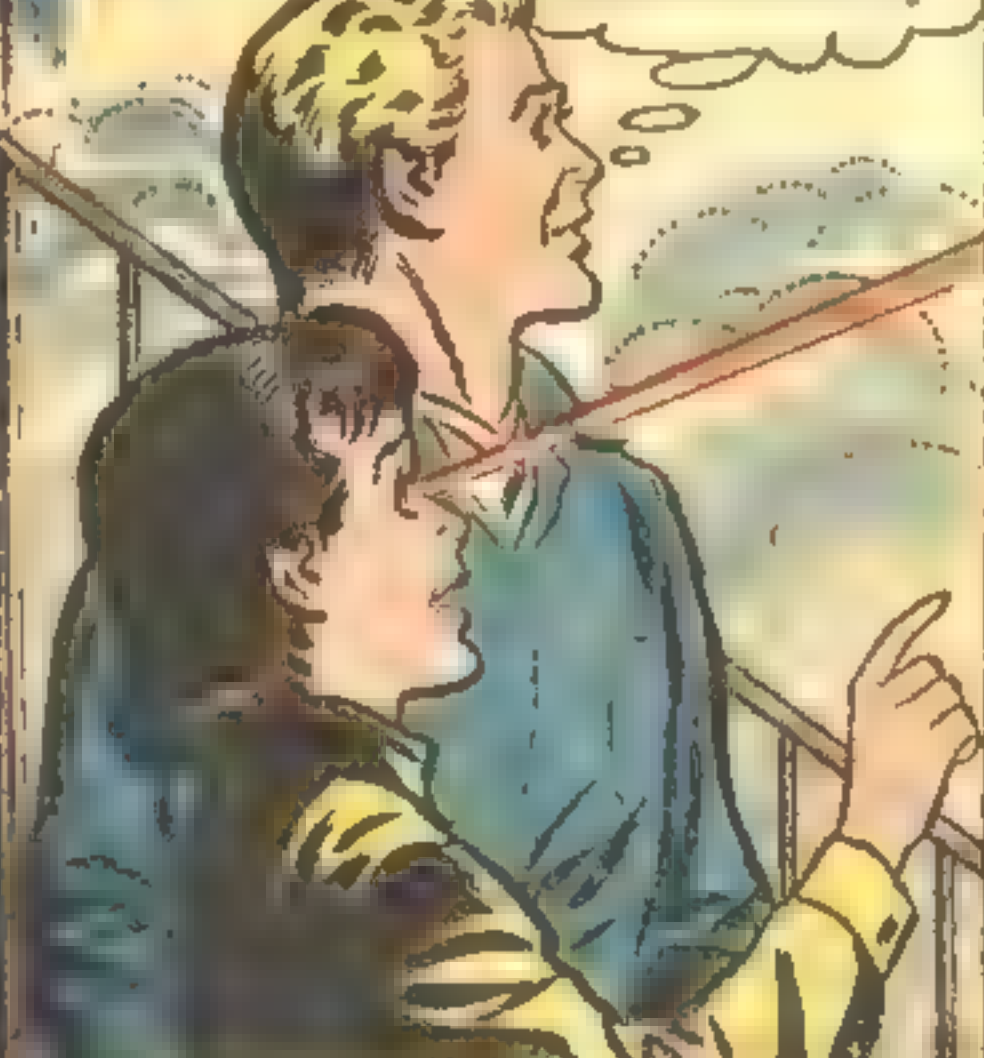
AT THE FOOT OF THE FALLS, LINDA USES HER HEAT-VISION TO REFRACT THE MOLECULES IN THE AIR AND CREATE AN ARTIFICIAL RAINBOW...



BILL, LOOK! YOU KNOW WHAT THAT MEANS?

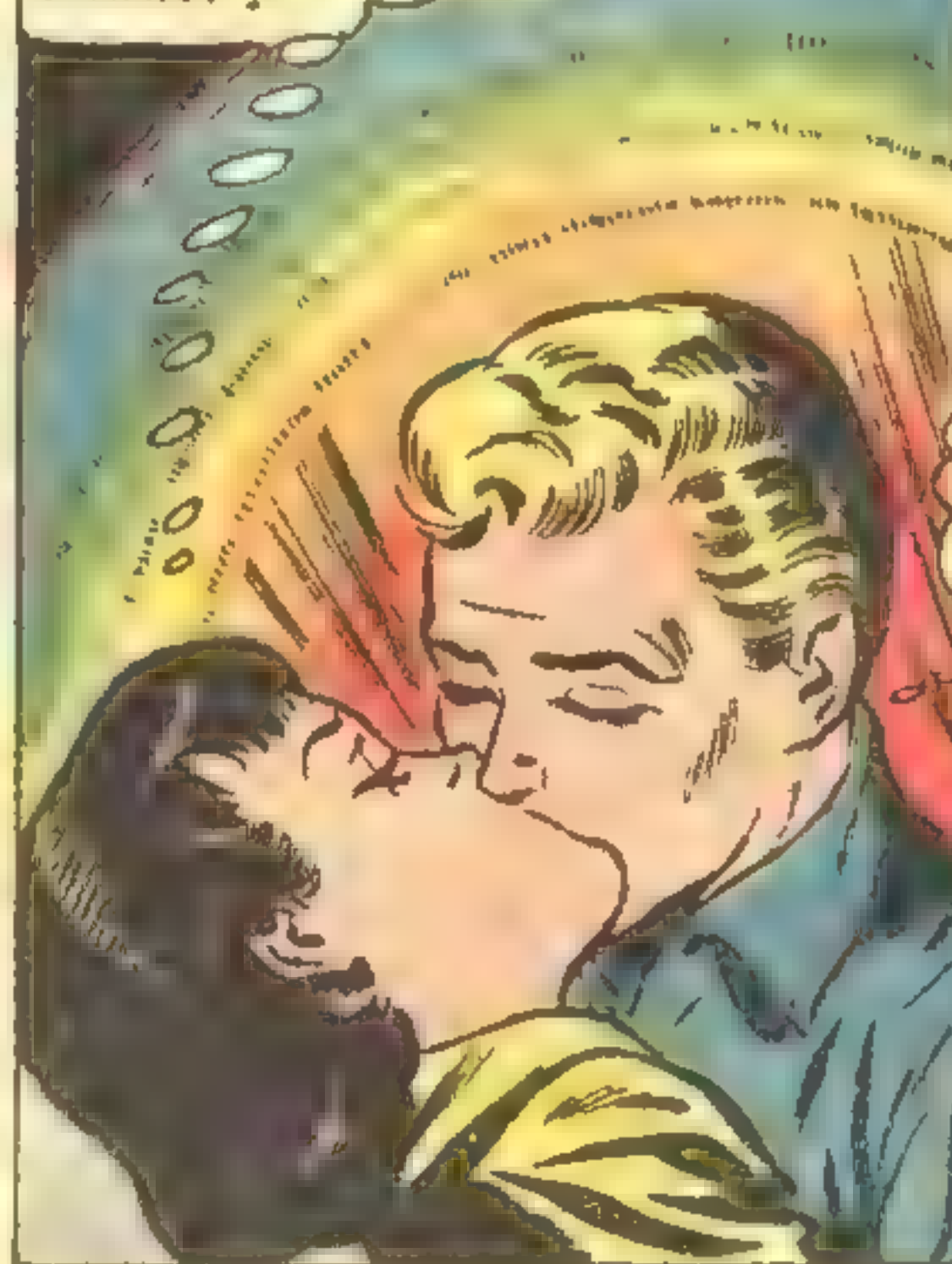
IT MEANS WE LOVE EACH OTHER, DARLING!

HOW SWEET! I'LL BET SHE MADE THAT RAINBOW WITH HER HEAT-VISION TO SHOW ME HOW MUCH SHE CARES!



AND SO, INEVITABLY...

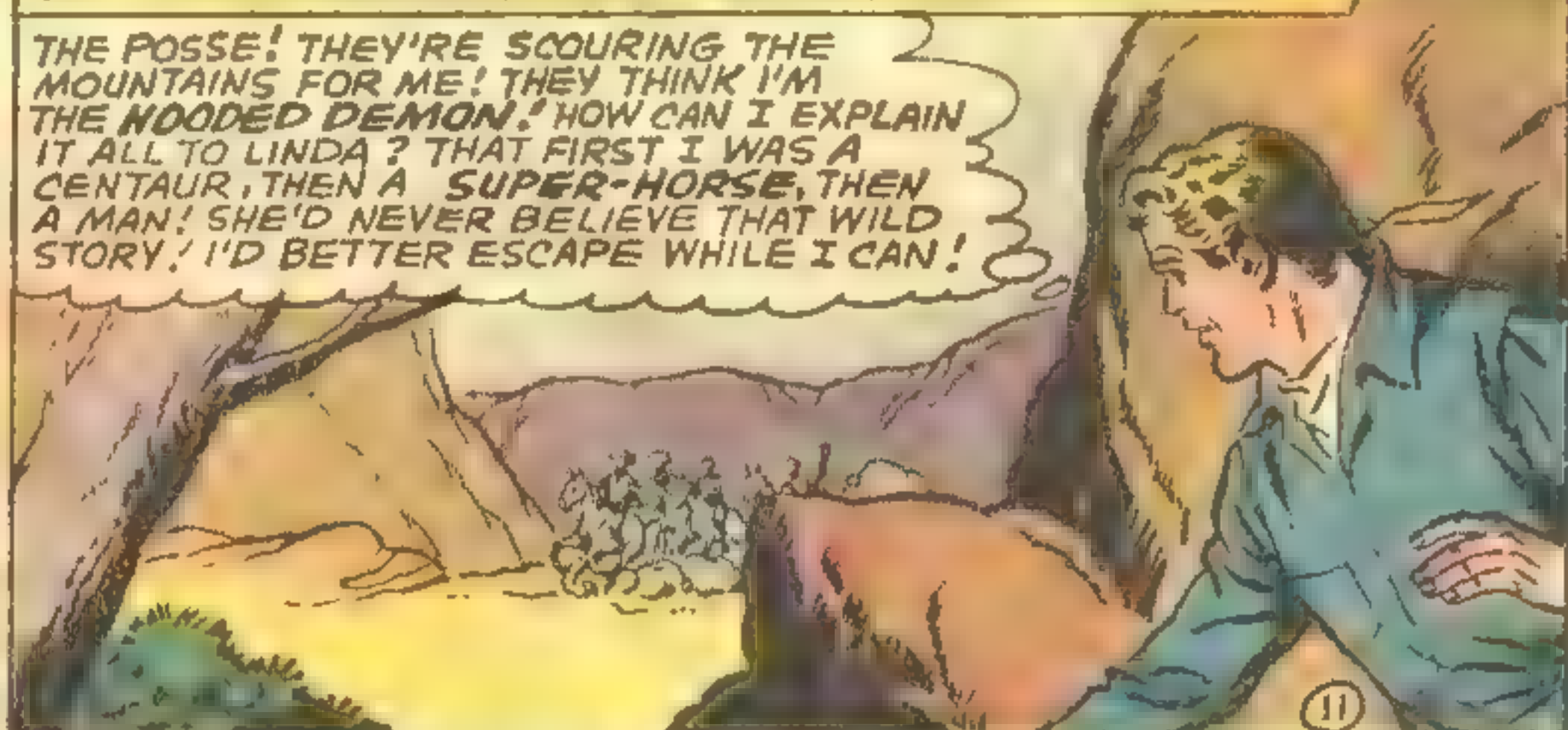
IS THIS THE REAL THING AT LAST? WILL THIS BE THE MAN I MARRY?



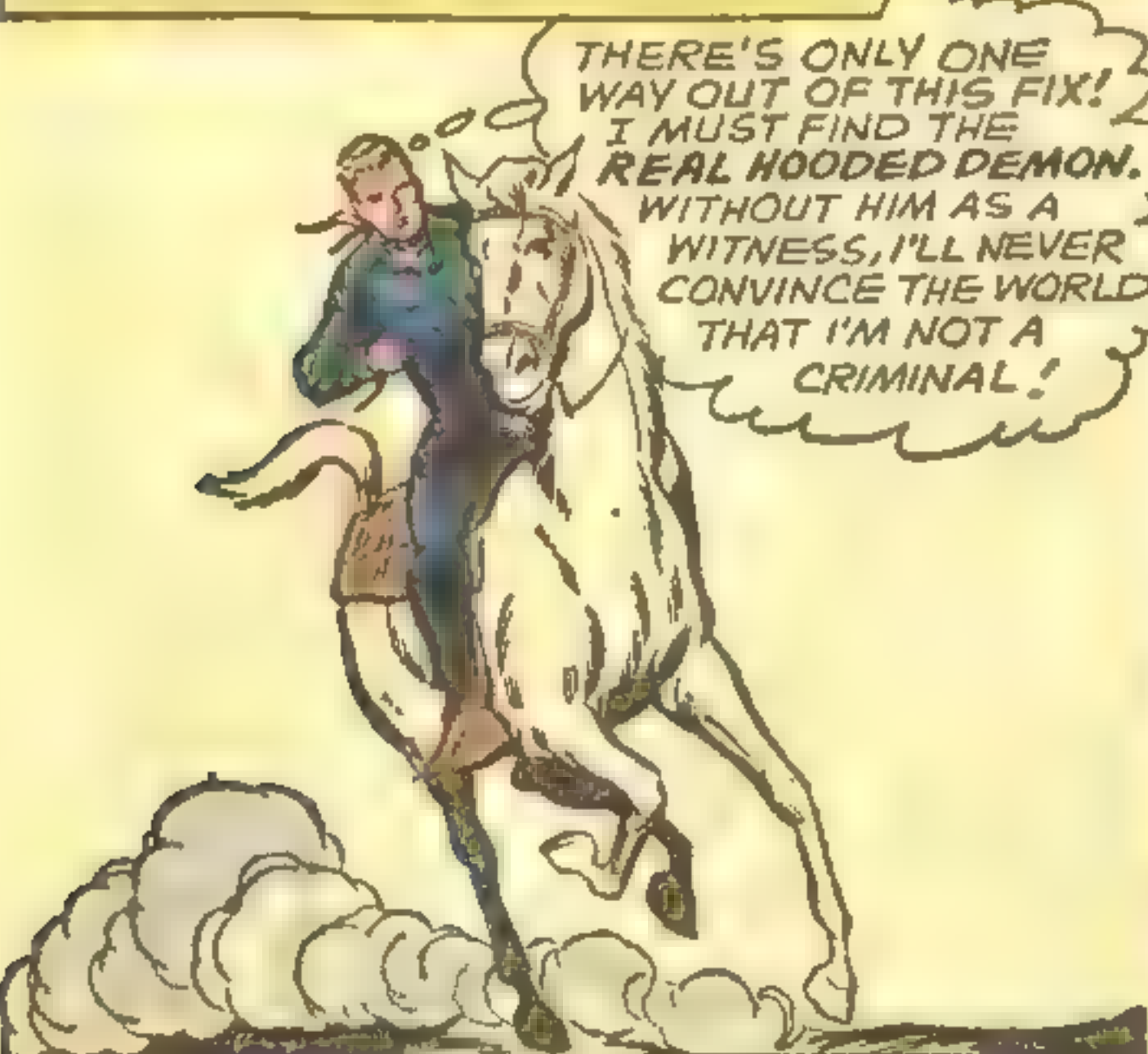
CIRCE PREDICTED I WOULD REGRET BECOMING A MORTAL! HOW WRONG SHE WAS! NOW I HAVE THE GIRL I ADORE! I'LL TELL HER WHO I AM AS SOON AS I CAN WORK UP THE COURAGE!

BUT THAT AFTERNOON, AS BILL SCOUTS A MOUNTAIN TRAIL...

THE POSSE! THEY'RE SCOURING THE MOUNTAINS FOR ME! THEY THINK I'M THE HOODED DEMON! HOW CAN I EXPLAIN IT ALL TO LINDA? THAT FIRST I WAS A CENTAUR, THEN A SUPER-HORSE, THEN A MAN! SHE'D NEVER BELIEVE THAT WILD STORY! I'D BETTER ESCAPE WHILE I CAN!



HASTENING TO THE CANYON, BILL REMOUNTS THE BORROWED HORSE... THEN...

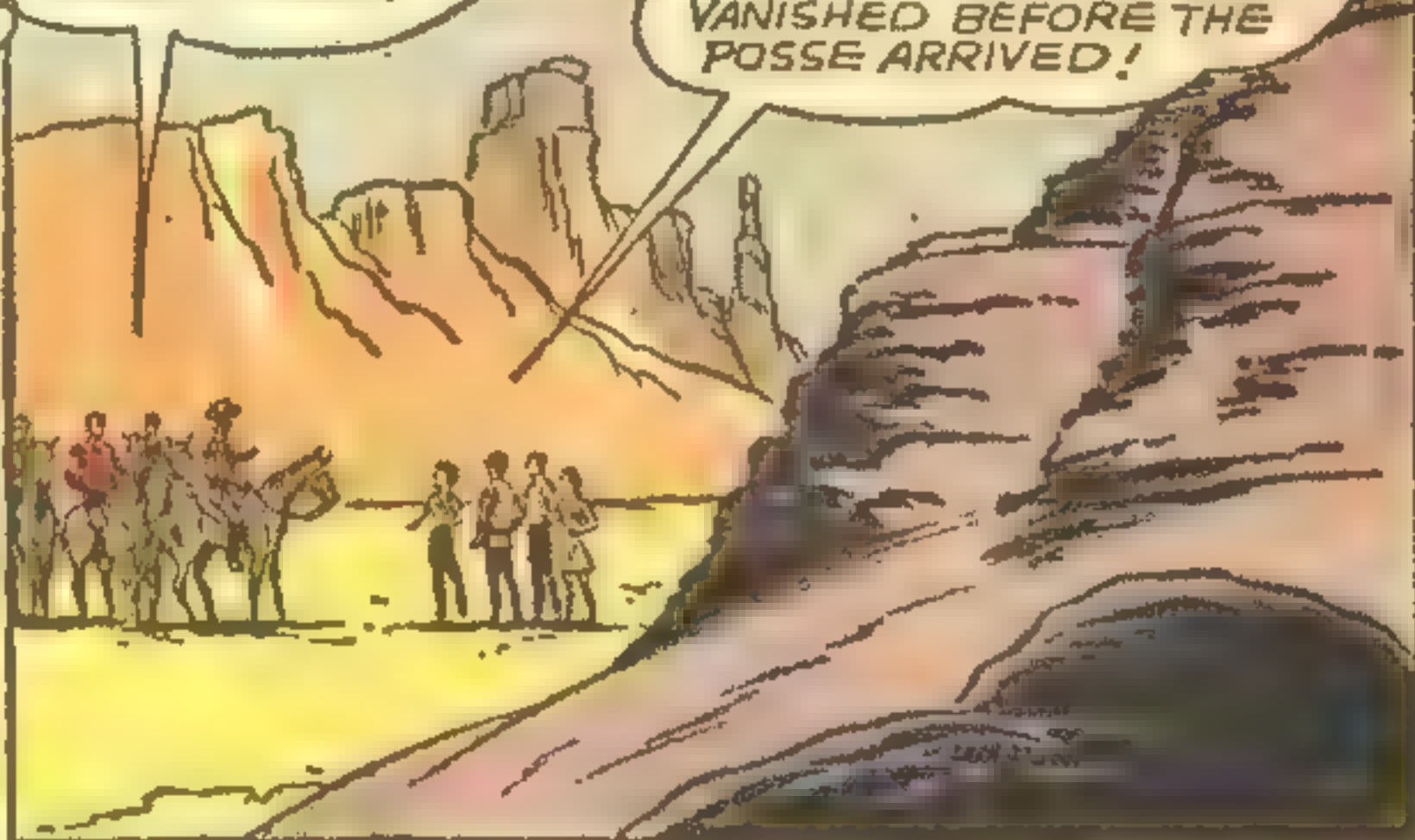


PRESENTLY, AS THE POSSE MEETS LINDA AND HER FRIENDS...

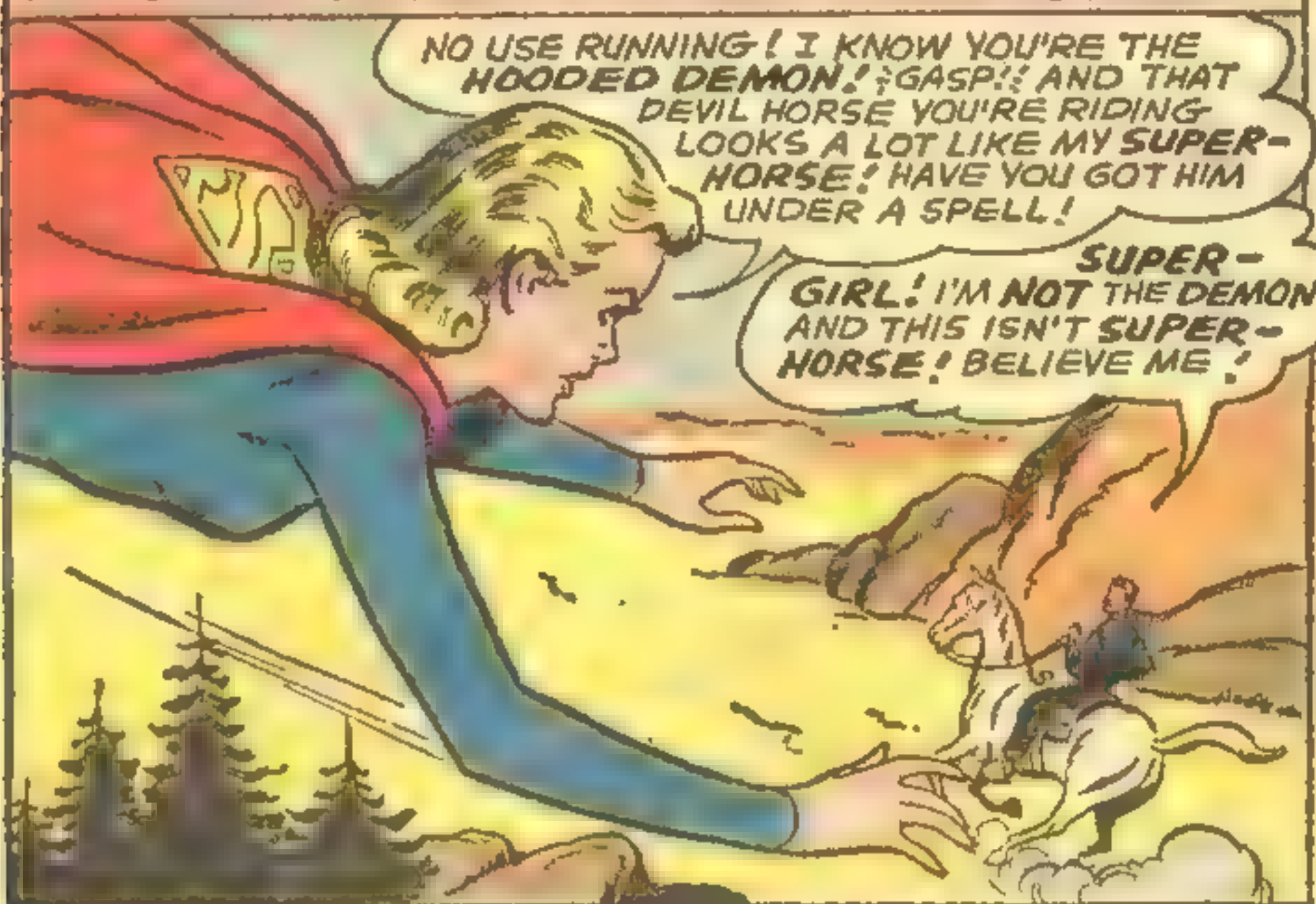
THIS HOODED DEMON IS SAID TO USE MAGIC POWERS AND A DEVIL HORSE TO COMMIT HIS CRIMES! HE'S DRESSED IN BLUE AND HAS BLOND HAIR!

WE'LL WATCH OUT FOR HIM!

BLUE SHIRT AND BLOND HAIR THAT COULDN'T BE "BRONCO BILL"... AND YET BILL VANISHED BEFORE THE POSSE ARRIVED!



IN AN ISOLATED SPOT, LINDA SWITCHES TO SUPERGIRL AND TRACKS DOWN THE FUGITIVE WITH HER TELESCOPIC VISION...



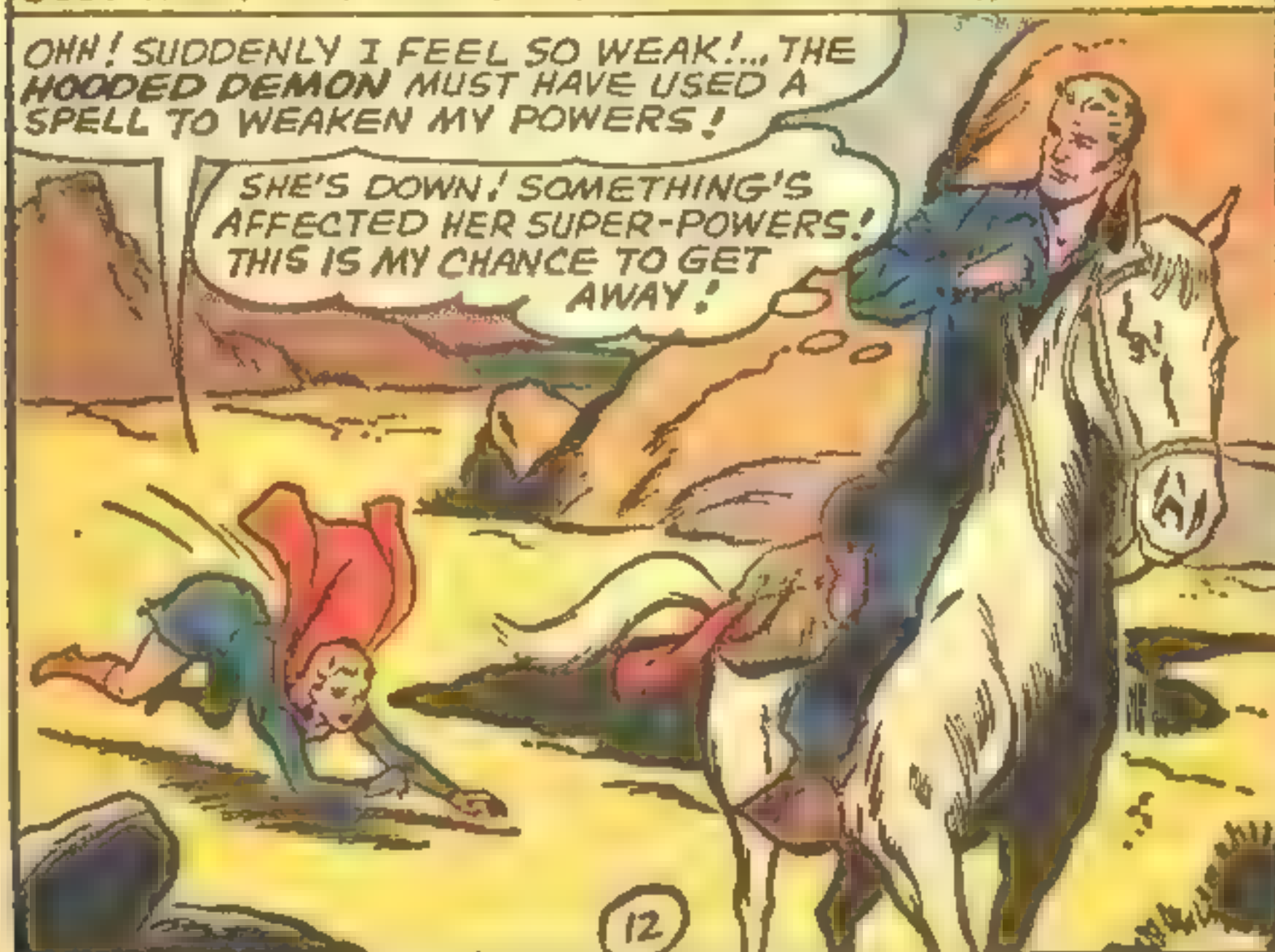
BUT AT THAT MOMENT, SUPERGIRL SPOTS A CLUE...

THAT'S SUPER-HORSE'S CAPE STICKING OUT OF YOUR SADDLE BAG! THEN, YOU DO HAVE MAGIC POWERS! AND YOU USED THEM TO GAIN CONTROL OF HIM! I'M GOING TO TURN YOU OVER TO THE POSSE!

NO! PLEASE BELIEVE ME! I'M INNOCENT!



JUST THEN, THEY PASS THE SITE OF THE GUSHER, AND...



BUT SOON...

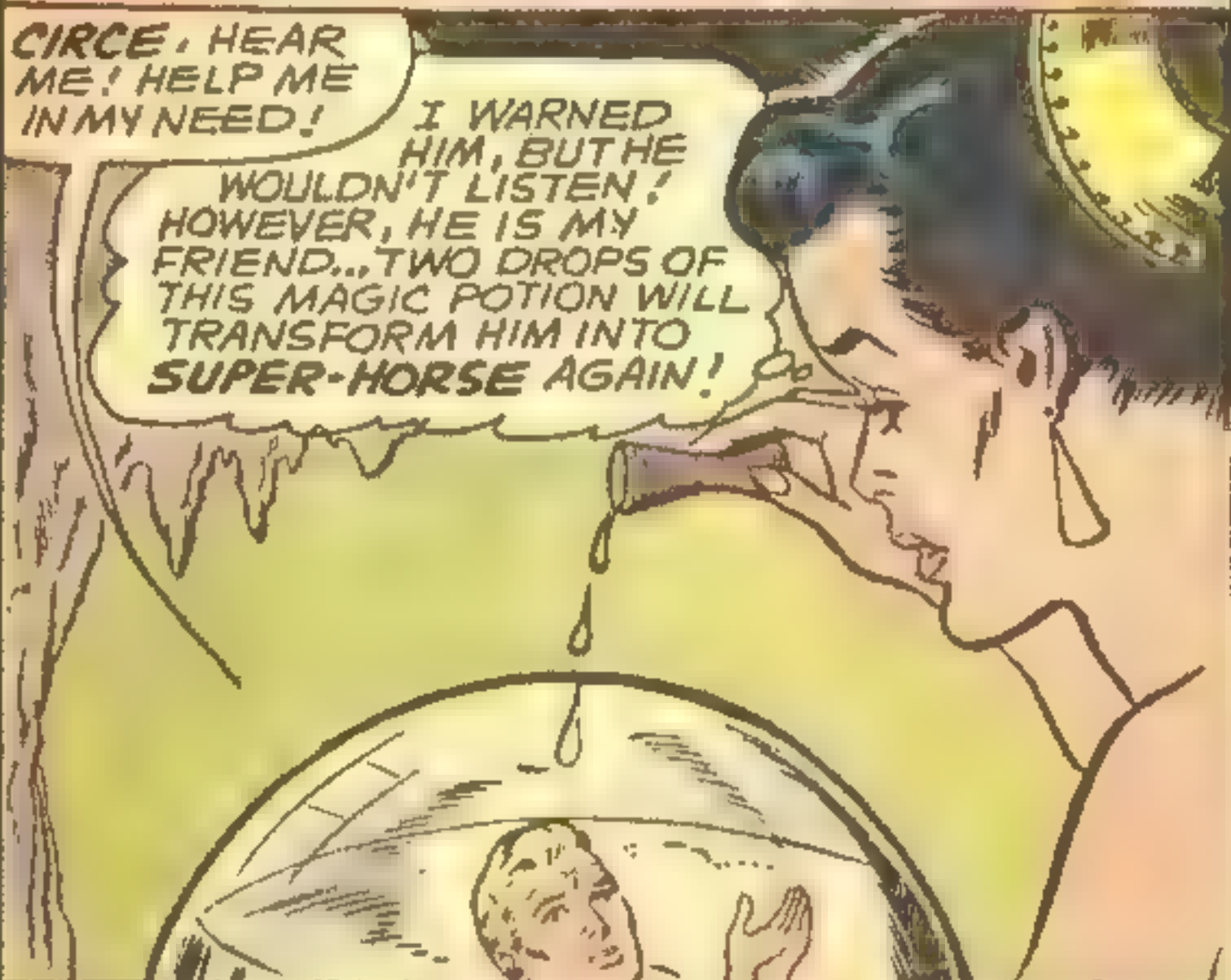
WHAT IRONY! I WANTED TO BE A HUMAN! NOW I'M A FUGITIVE FROM JUSTICE! AND EVEN THE ONE I LOVE IS HUNTING ME! CIRCE WAS RIGHT! HOW I REGRET BECOMING A MORTAL!



MEANWHILE IN THE PAST, CIRCE IS WATCHING...

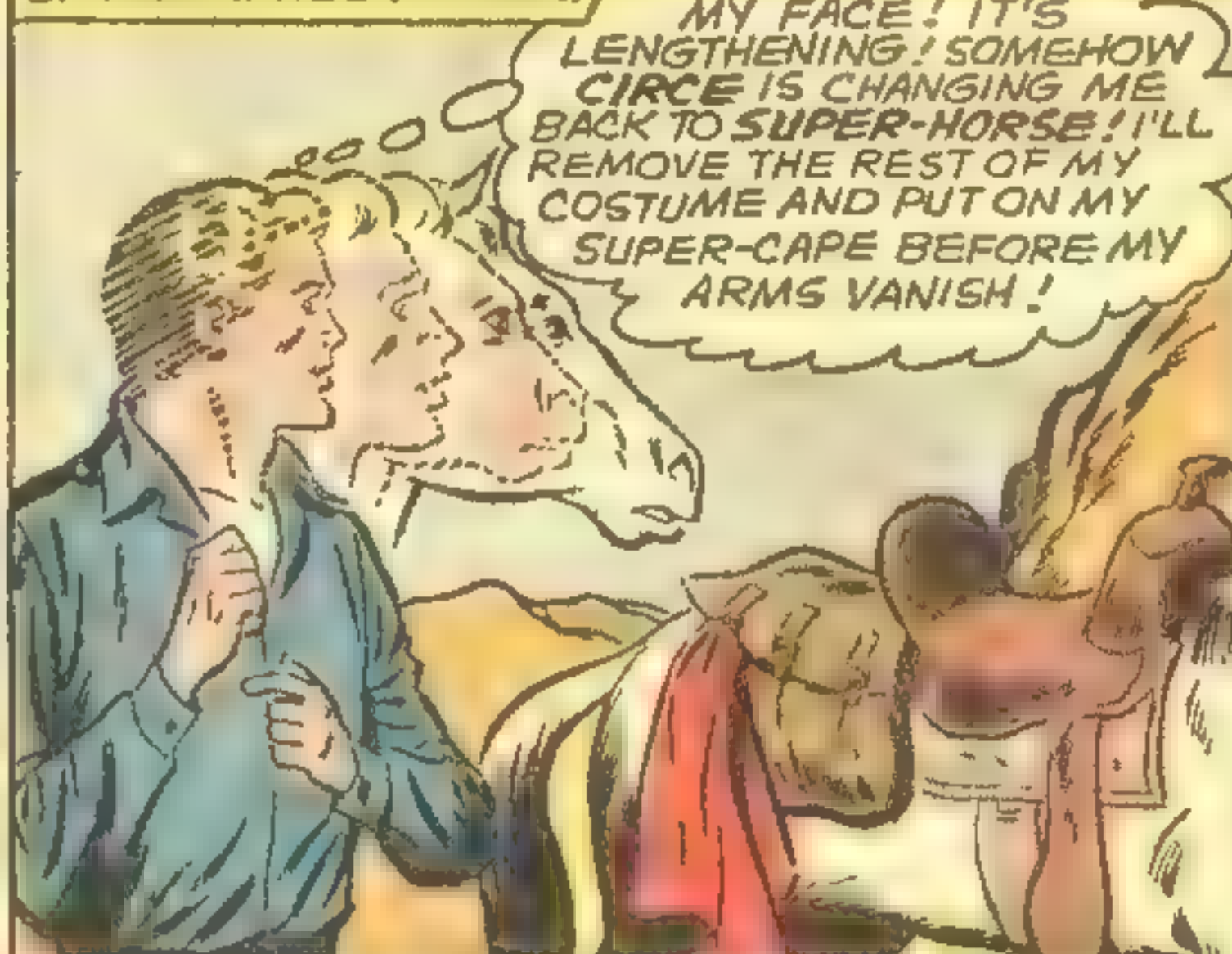
CIRCE, HEAR ME! HELP ME IN MY NEED!

I WARNED HIM, BUT HE WOULDN'T LISTEN! HOWEVER, HE IS MY FRIEND... TWO DROPS OF THIS MAGIC POTION WILL TRANSFORM HIM INTO SUPER-HORSE AGAIN!



AND IN THE DISTANT FUTURE, AN INCREDIBLE CHANGE TAKES PLACE...

MY FACE! IT'S LENGTHENING! SOMEHOW CIRCE IS CHANGING ME BACK TO SUPER-HORSE! I'LL REMOVE THE REST OF MY COSTUME AND PUT ON MY SUPER-CAPE BEFORE MY ARMS VANISH!



AND SOON...

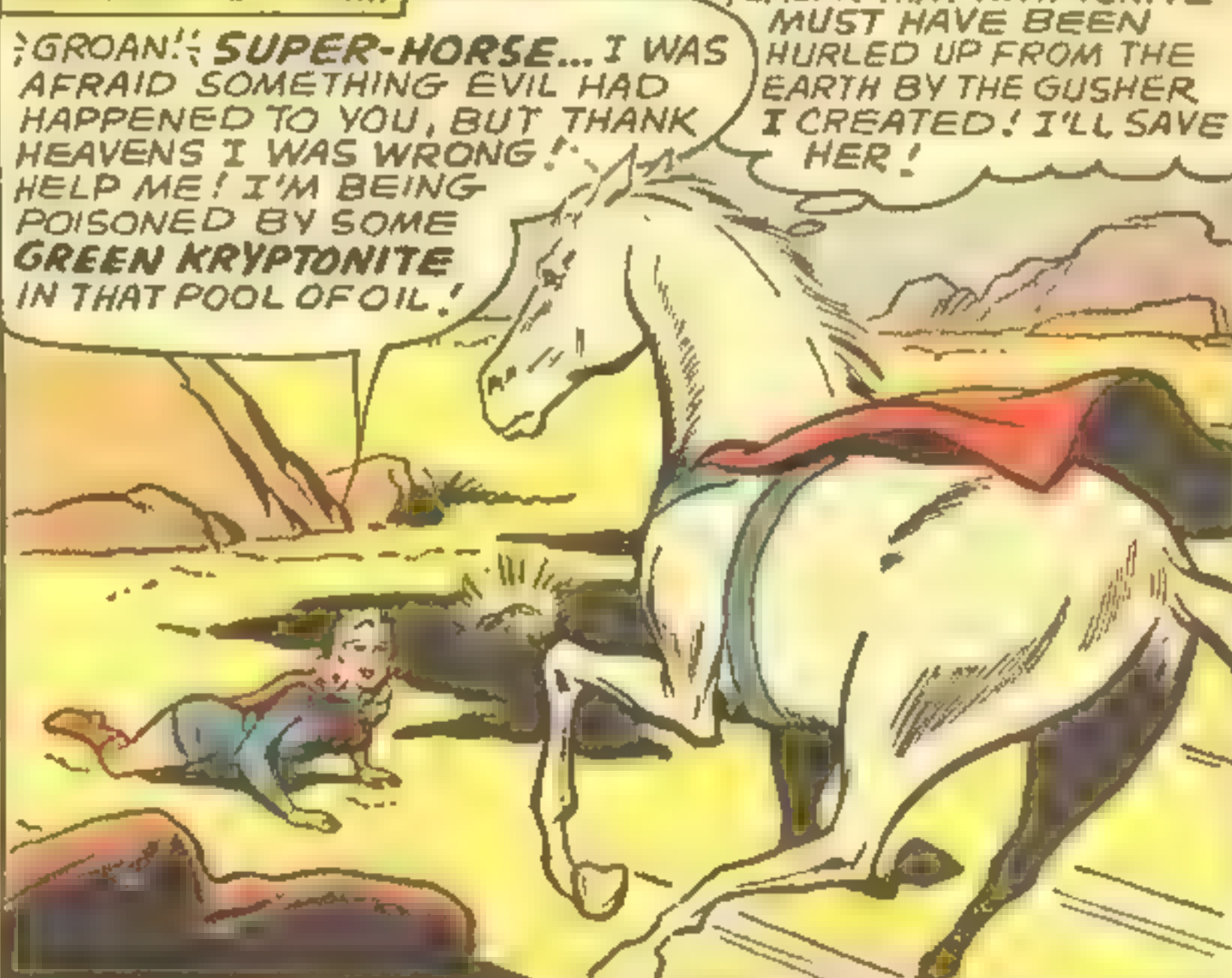
NOW I'M COMET THE SUPER-HORSE, AGAIN! CIRCE, WHEREVER YOU ARE, I THANK YOU! NOW I CAN GO BACK TO SUPERGIRL! SHE MAY NEED ME!



INSTANTS LATER...

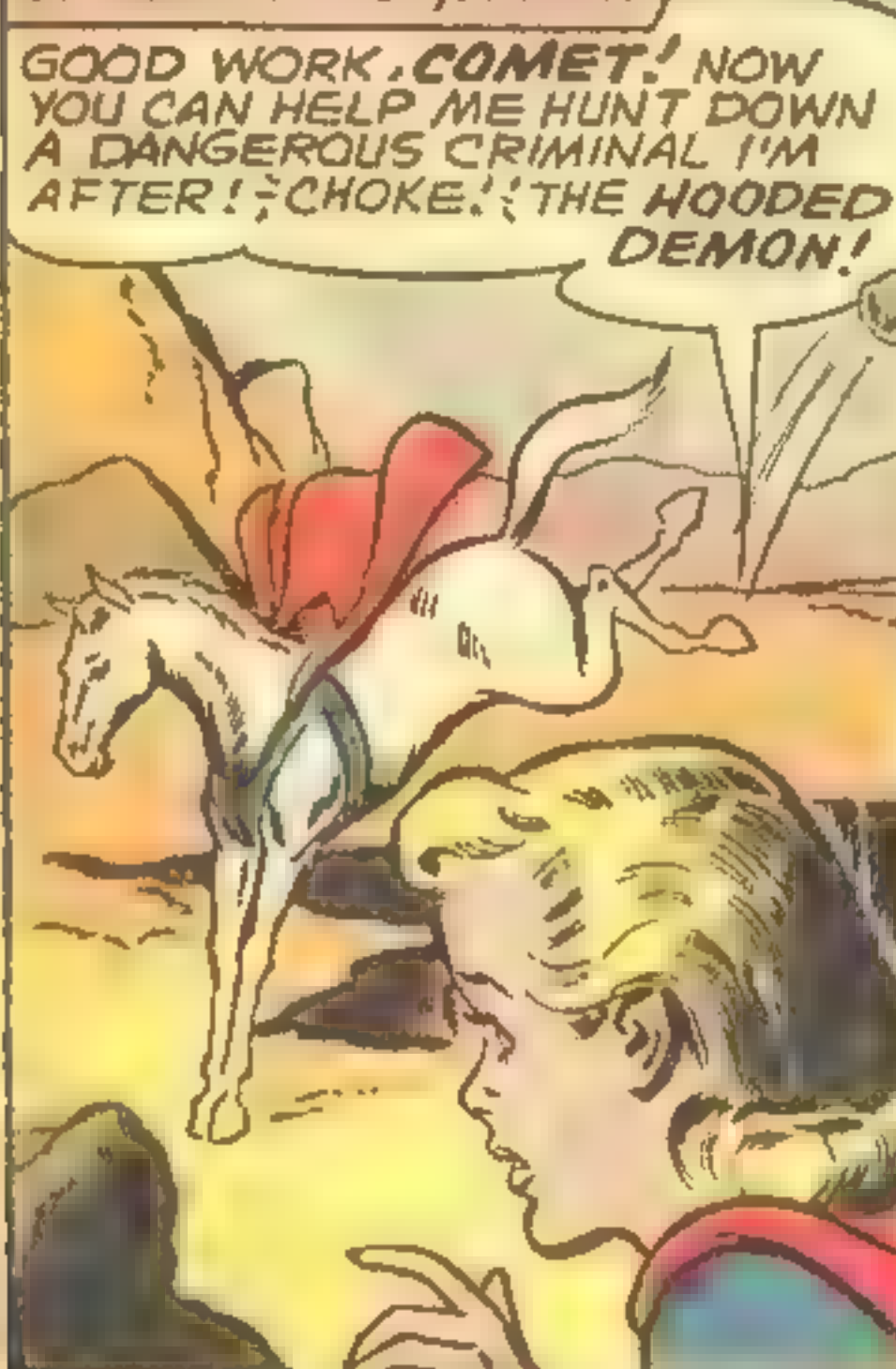
GROAN! SUPER-HORSE... I WAS AFRAID SOMETHING EVIL HAD HAPPENED TO YOU, BUT THANK HEAVENS I WAS WRONG! HELP ME! I'M BEING POISONED BY SOME GREEN KRYPTONITE IN THAT POOL OF OIL!

GASP! THAT KRYPTONITE MUST HAVE BEEN HURLED UP FROM THE EARTH BY THE GUSHER I CREATED! I'LL SAVE HER!



A SUPER-KICK, AND...

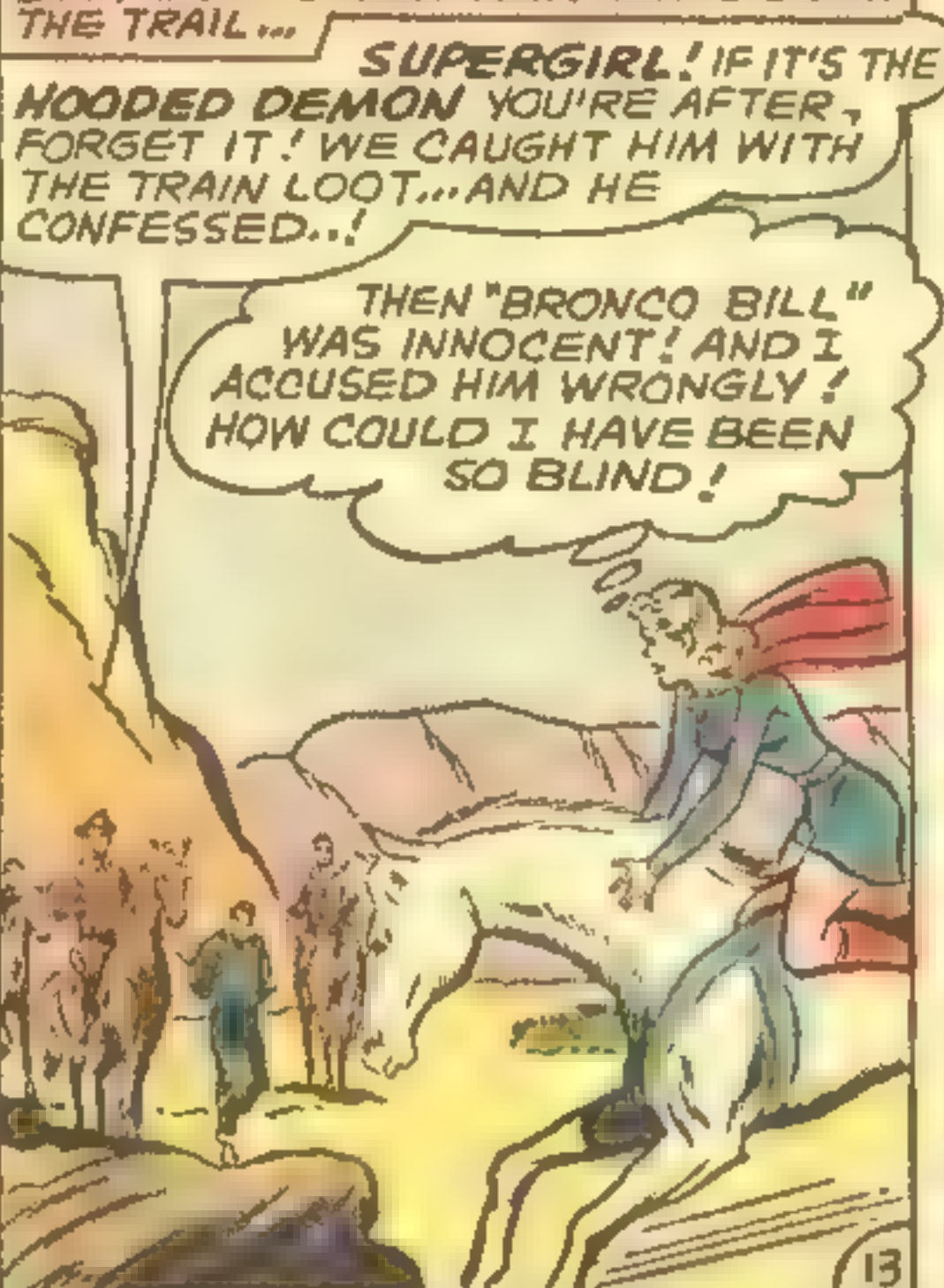
GOOD WORK, COMET! NOW YOU CAN HELP ME HUNT DOWN A DANGEROUS CRIMINAL I'M AFTER! CHOKE! THE HOODED DEMON!



BUT AS THE SUPER-PAIR HEADS DOWN THE TRAIL...

SUPERGIRL! IF IT'S THE HOODED DEMON YOU'RE AFTER, FORGET IT! WE CAUGHT HIM WITH THE TRAIN LOOT... AND HE CONFESSED..!

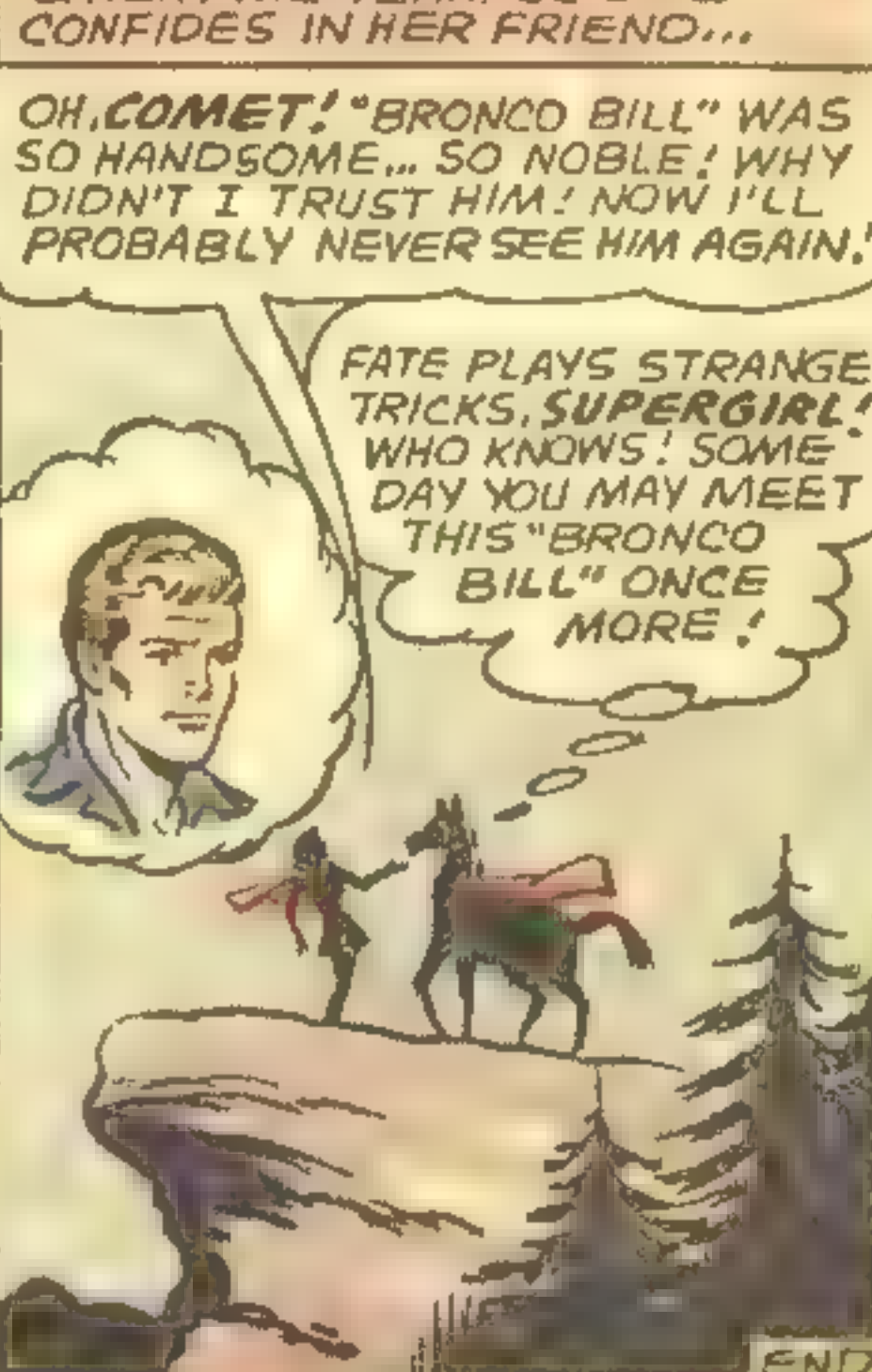
THEN "BRONCO BILL" WAS INNOCENT! AND I ACCUSED HIM WRONGLY! HOW COULD I HAVE BEEN SO BLIND!



LATER, THE TEARFUL GIRL CONFIDES IN HER FRIEND...

OH, COMET! "BRONCO BILL" WAS SO HANDSOME... SO NOBLE! WHY DIDN'T I TRUST HIM! NOW I'LL PROBABLY NEVER SEE HIM AGAIN!

FATE PLAYS STRANGE TRICKS, SUPERGIRL! WHO KNOWS! SOME DAY YOU MAY MEET THIS "BRONCO BILL" ONCE MORE!



ENTER "THE GREAT DC CONTEST" IN THE MAY ISSUE OF SUPERMAN (NO. 169) HUNDREDS OF PRIZES!

Metropolis Mailbag

Dear Editor: On the cover of ACTION No. 308, you show Superman tossing a red Kryptonite boulder away from Goliath-Hercules. Since Superman is always affected by Red K, how do you explain the fact that this time his exposure to the stuff did not cause any transformation to occur, did not affect him in the least?

Ernest A. Sutcliffe, Jr., Cranston, R. I.
(We thought we had made it clear that this entire story took place in a "parallel world". In this type of world, frequently used by science fiction writers, events, places, customs, etc., are the same as on Earth, but with interesting variations. For example in this particular story, Hercules looked like Goliath, Ben-Hur lived in Greece instead of in Rome, etc. And the most ironic "switch" of all was that Hercules was weakened by a red boulder the way green boulders (Kryptonite) affect Superman.—Ed.)
* * *

Dear Editor: In the story, "Supergirl's Wedding Day", you show Supergirl fainting. If she has super-powers, how is it that she could faint?

Carol Ann Lovene, New Haven, Conn.
(The fact that SUPERGIRL fainted has nothing to do with her super-powers. Even though she possesses vast powers, she is human enough to cry, laugh, lose her temper and exhibit other types of emotion, such as fainting from a super-shock.—Ed.)
* * *

Dear Editor: I love to ride horses, so I think all your stories featuring Comet are GREAT. To me your Super-Horse stories are as thrilling as a Steeplechaser, have the stamina of a Thoroughbred, are as colorful as a Palomino's coat, have the quality of an Arabian steed. To sum it all up in Horse Show Language, your comics are 1st place blue ribbon winners and silver-cup champions.

Monica McGowan, Detroit, Mich.

(You make us neigh with pride. A bushel of oats to you for your keen horse-sense.—Ed.)
* * *

Dear Editor: I am a senior, majoring in Sociology, at Southern Illinois University. In ACTION No. 305 I read a letter from some Harvard University students who expressed their appreciation of your magazines. I agree with them 100 per cent. When reading your books I can put myself in a purely imaginative world; thus I can escape all pressure of my studies and other aspects of my academic world. This puts me in such a relaxed state, that after studying for a while I always read one of your books to refresh myself.

Thomas Staniszewski, Carbondale, Ill.
(Thanks. If you graduate with Phi Beta Kappa honors, don't forget to give Professor DC some credit.—Ed.)
* * *

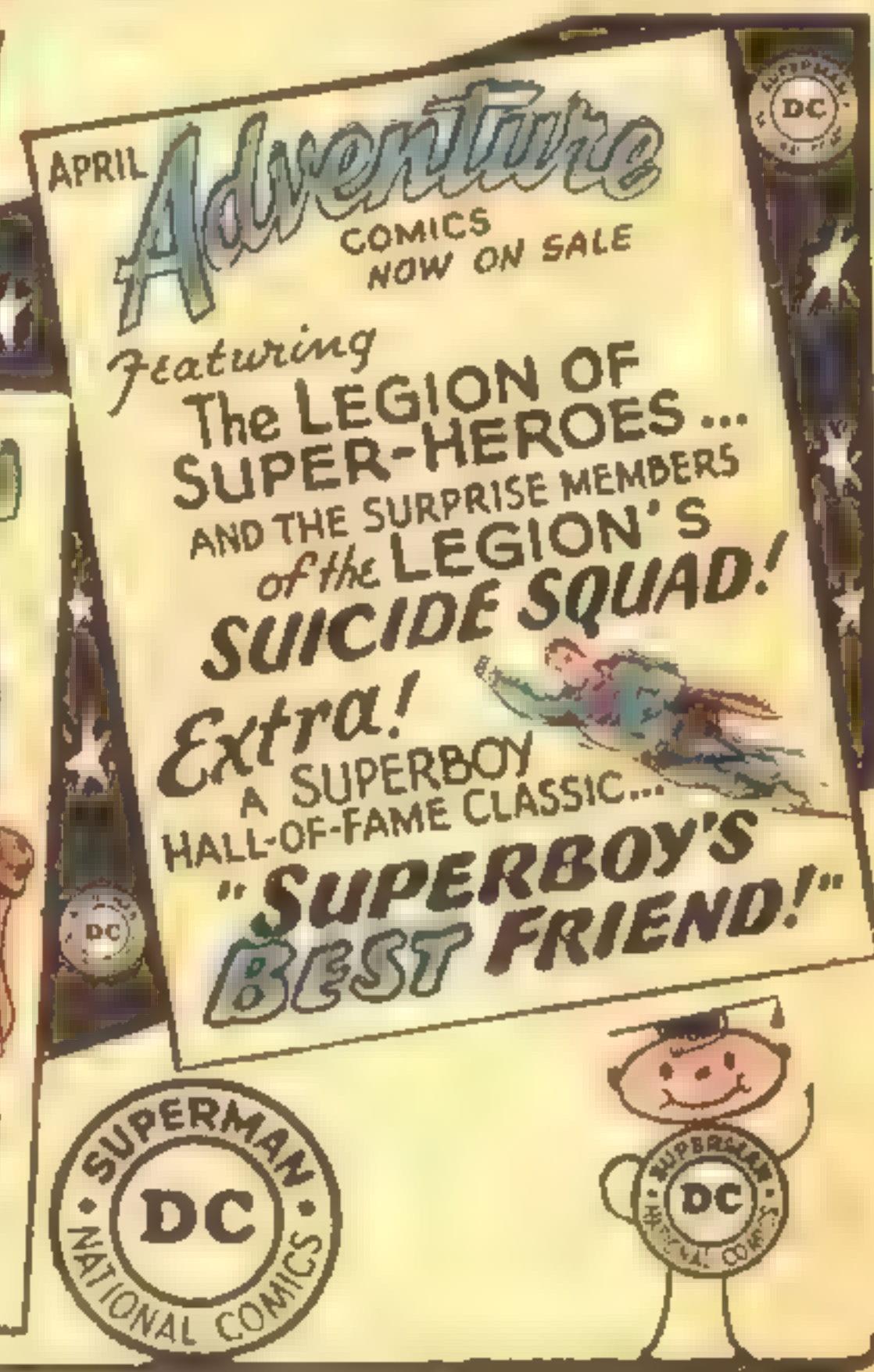
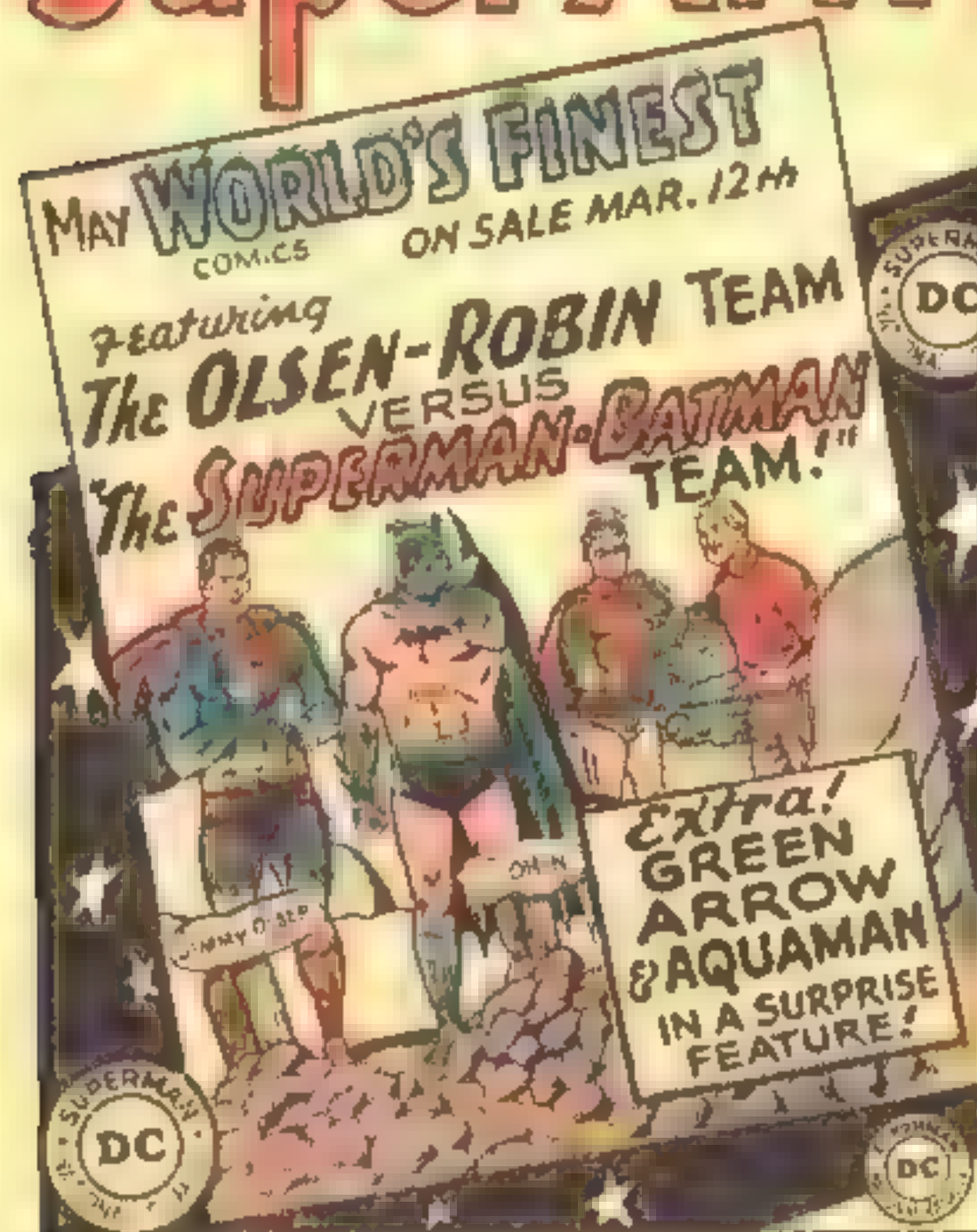
Dear Editor: Almost every time Jimmy Olsen appears in a story, he is shown wearing the same green suit. Doesn't it ever get wrinkled or rumpled from overuse?

Billy Monk, Kennewick, Wash.
(Of course. But inasmuch as Jimmy is a gentleman of the press, in between stories Jimmy sends his suit to the tailor to be pressed and cleaned.—Ed.)
* * *

Dear Editor: I have heard rumors that SUPERMAN will be represented at the forthcoming World's Fair in New York City. True or false?

E. K. Deen, Spalding, Fla.
(True. He will be one of the features in the famous Walters' International Wax Museum. Visitors will be able to see a perfect wax replica of Superman battling a wax duplicate of the Cyclops giant.—Ed.)

Coming... Super-Attractions!



132 "FIGHTING SHIPS"

NUMERICALLY
CLASSIFIED
PIECES

12 HEAVY CRUISERS* **

2 LIGHT CRUISERS*

4 DESTROYERS

2 AIRCRAFT CARRIERS*

8 MINES

2 HEAVY BATTLESHIPS

8 MINE LAYERS

12 SUBMARINES*

2 DESTROYER FRIGATES*

10 P.T. BOATS

2 MINE SWEEPERS

30 PLANES

8 DESTROYER LEADERS*

8 DESTROYERS*

20 CARGO SHIPS

4 DESTROYER ESCORTS

* Missiles ** Nuclear

3-D
PLASTIC

UP TO
5" LONG

plus ★ GIANT BATTLE AREA
★ SIMPLE DIRECTIONS, etc.

ONLY
\$1.50

COMPLETE AND
DELIVERED

A COMPLETE GAME!

TERRIFIC—A real game with a huge realistic naval fleet, a giant zoned battle area and simple rules for dive bombings—mine laying—ship to ship combat and radar control. To become the victorious commander plan and outwit the enemy using your own thrilling tactics and strategy. Each fast and furious battle is new and excitingly different. Hours of action packed fun for you and your friends. Don't settle for less—order **FIGHTING SHIPS** today!!!

HELEN OF TOY, CO.

COMMACK, NEW YORK

NO C.O.D.'s

Dept. 254-F

Please send me **FIGHTING SHIPS** checked.

I have enclosed the correct amount.

☐ **COMPLETE GAME @ \$1.50**

☐ **Special! Complete game and 132 extra toys (total of 264 toys) @ \$2.50 ppd.**

Satisfaction guaranteed or return for full refund within 10 days.

NAME.....

ADDRESS.....

CITY.....STATE.....

GAME: Canada \$2.00, Eng. 13/—, Aust. 16/—, Cash or International Postal M.O.

**New
Improved**

2 GIANT BATTLEFIELDS a total size of 3 square feet.
(Six Islands in the Pacific Ocean beautifully colored.)

88 **Piece TASK FORCE** IN GRAY & GREEN
4 AIRCRAFT CARRIERS 24 PLANES
4 DESTROYERS 8 LANDING BARGES
4 BATTLESHIPS 4 HEADQUARTERS
16 TANKS WITH MOVABLE TURRETS
24 PILL BOXES

These unbreakable 3-D realistic plastic toys are substantially scaled and each is realistically proportioned to the giant battlefields.
(Use toys only see coupon below.)

375 **RED MARKERS**—enough to record the bombings and shelling.

Simple directions etc. for 2 or 4 players, from 8 to 80 who enjoy being armchair generals.

AMERICA'S MOST EXCITING WAR GAME

TASK FORCE

REG. U.S. PATENT OFFICE

ONLY
\$1.00
PLUS
POSTAGE

HELEN OF TOY, CO.
COMMACK, NEW YORK

NO C.O.D.'s

Dept. 254-FB

88 TOYS ONLY—75c ppd. ☐

BOTH!! Complete game and 88 extra toys
(total of 176 toys)—\$2.00 ppd. ☐

NAME.....

ADDRESS.....

CITY.....ZONE.....STATE.....

Canadians: Both for \$2.20 Cash or International Postal M.O.

Tension runs high as a big full scale battle looms with all elements participating on land, sea and air. The team best able to strategically place his forces and direct his firing will be the only battle survivor! There is no imagination necessary here! You get the equipment, the battlefield and the rules on how to Locate, Occupy and Destroy the enemy. It is actually played and tremendously enjoyed by members of our real Armed Forces.

HELEN OF TOY, CO.

COMMACK, NEW YORK

NO C.O.D.'s

Dept. 254-FB

PLEASE RUSH me . . . complete **TASK FORCE** game(s) for which I am enclosing \$1.00 plus 25c for postage and handling for each game I have ordered. If I am not completely satisfied I may return it within 10 days for a full refund.

NAME.....

ADDRESS.....

CITY.....ZONE.....STATE.....

CANADA: \$1.40, ENGLAND: 10/—, AUSTRALIA: 13 —
Cash or International Postal M.O.

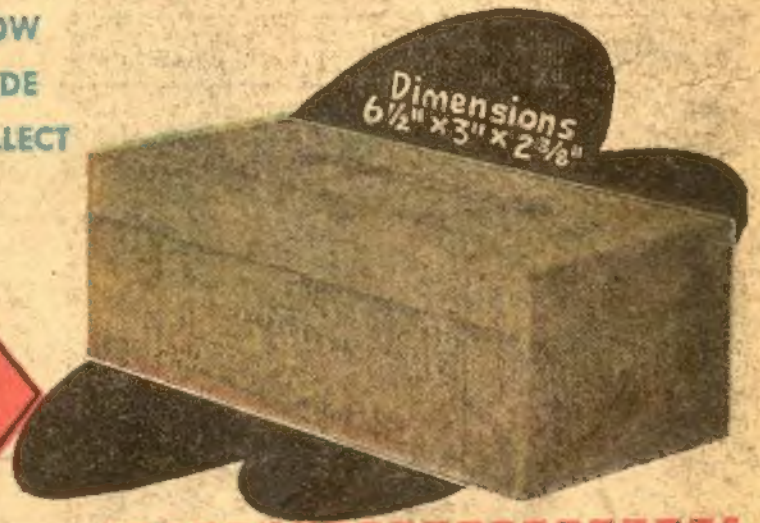
100^{pc.} Toy Soldier Set

\$1.25



**100 TOY SOLDIERS, MADE OF DURABLE PLASTIC
EACH ON ITS OWN BASE**

- ★ FUN TO SHOW
- ★ FUN TO TRADE
- ★ FUN TO COLLECT



EACH FOOTLOCKER CONTAINS:

- | | |
|------------------|--------------|
| 4 Tanks | 8 Officers |
| 4 Jeeps | 8 Waves |
| 4 Battleships | 8 Wacs |
| 4 Cruisers | 4 Bombers |
| 4 Sailors | 4 Trucks |
| 4 Riflemen | 8 Jet Planes |
| 8 Machinegunners | 8 Cannon |
| 8 Sharpshooters | 4 Bazookamen |
| 4 Infantrymen | 4 Marksmen |

100 Toy Soldiers
Carle Place, L.I., N.Y.
Dept. TNC-51

HERE'S MY \$1.25!

NO
C.O.D.'s

Rush the TOY SOLDIER SET TO ME!

Name

Address

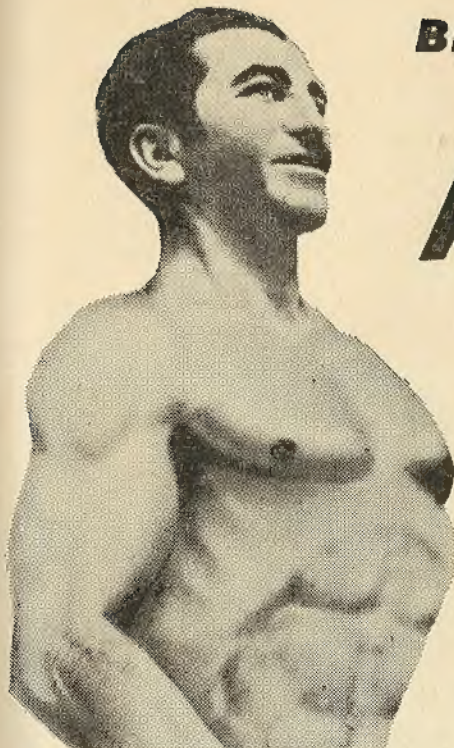
City State

Canada and foreign orders send \$1.50 postal money order. "Satisfaction guaranteed or your money back."

Brother, can **YOU** spare

ADIME 10¢?

**FOR A NEW MILLION DOLLAR HE-MAN BODY
STRENGTH-POWERED with 520 MIGHTY MUSCLES!
To Become A STAR in ANY SPORT! A SUCCESS in EVERYTHING!**



"YOUR PHYSICAL DIRECTOR BEN REBHURN at 50 years of age. He is a brilliant University Authority on creating a healthy mind in a healthy body."

says Dr. Winfield Scott Pugh,
Commander, U.S. Navy Medical Corps.

Rush to me your **LAST CHANCE** coupon below, —
I'LL RUSH to you **FREE** My Professional Secrets

HOW TO **GAIN** UP TO **50** LBS. OF **MIGHTY MUSCLES!**

HOW TO **LOSE** up to 50 lbs. of **UGLY DANGEROUS FAT**

FREE ALL FIVE \$5 WORLD-FAMOUS
PICTURE-PACKED ABC COURSES

1. How to Develop 16 to 18½ INCH **BIG ARMS** Powerful to land a knock-out blow fast.
2. How to Build a 45 to 52 INCH **HEROIC CHEST** Housing **TIRELESS LUNGS** for **ENDURANCE** in Work, Sports, for **ATTRACTING GIRLS!**
3. How to Mold A **BROAD MUSCLE-PACKED BACK** and **WONDER-WIDE SUPER-MAN SHOULDERS** tapering to a **SLIM PUNCH-PROOF WAIST.**
4. How to Develop **LEGS** with **MARATHON ENDURANCE.**
5. How to Mold **BIG MUSCULAR FOREARMS, A STEEL GRIP.**

How to Become a **FEARLESS SELF-DEFENSE FIGHTER.**
OVERPOWERING ANY BULLY TWICE YOUR SIZE!

This is
once
skinny
ABC pupil
BILL BUTLER
High School
Teacher



AFTER
YOU ARE
REBUILT
by the
**AMERICAN
BODYBUILDING
CLUB**
NATURAL
POWER
PROGRESS-
IVE
METHODS
from your
HEAD to
your
HEELS
every inch
a **REAL
HE-MAN**

YOURS FREE

in this **AMAZING NEW BOOK** in colors. Jam-full with 120
PHOTOS of **STRONG MEN** and **CHAMPIONS** once **WEAKER**

than you, as you will see in their pitiful **BEFORE** Photos and Stories. There are scores of How-
to-do-it Pictures showing you how **YOU** can quickly and easily become an **OLYMPIC CHAMPION**

in **STRENGTH, SPEED and
ENDURANCE . . . and MR.
AMERICA** in **Build and
Physique.**

Yes! In just **THRILLING MIN-
UTES** a day, in the **SECRECY** of
YOUR OWN ROOM this book's
RAPID-FIRE, EASY as **ABC FA-
MOUS PICTURE METHODS** will
show you How to Mold **16 INCH
ARMS OF MIGHT**, a big, deep **45
INCH CHEST** housing **TIRELESS
LUNGS**, **WIDE MANLY SHOULD-
ERS** — a **BROAD BRAWNY
BACK**, tapering to a **SLENDER
WAIST** with **punch-proof STOM-
ACH MUSCLES**, **LEGS** of **RUN-
NING POWER**. You, too, like
many **ABC Pupils** can **WIN
FAME and FORTUNE** on TV or in
the Movies, as a **Physical Director**
or **Professional Athlete.**

THIS BOOK will show you **HOW**
to **WIN** a **15" tall Trophy** with
YOUR NAME, etc. engraved on
it; a **Gold Medal** and from **\$100**
to **\$1,000**

YOU can **WIN**
\$100 and A **BIG
TROPHY** with
YOUR NAME and
SUCCESS engraved
on it as **Bill Butler** did
and many other pupils.

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. NC44B, GREAT NECK, NEW YORK

Mail me **FREE** all 5 **WORLD FAMOUS STRENGTH TEST COURSES**
including **PHOTO BOOK OF FAMOUS STRONG MEN**, once weaklings
now famous **Strong Men**, and How to Become one of Them.

- ☐ I enclose 10c for mailing and handling.
I am under no other obligation.
I'm checking everything I need to give me the kind of body I want.
- ☐ I want to gain . . . lbs. (fill in). ☐ Triple my strength.
☐ I want to streamline my body, get rid of flabby fat.
☐ I want to add inches of muscle to my ☐ **ARMS** ☐ **CHEST**
☐ **SHOULDERS** ☐ **POWERFUL LEGS** ☐ **SLIM WAIST**
☐ I want to become a winning athlete. ☐ I want new pep.

NAME AGE

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

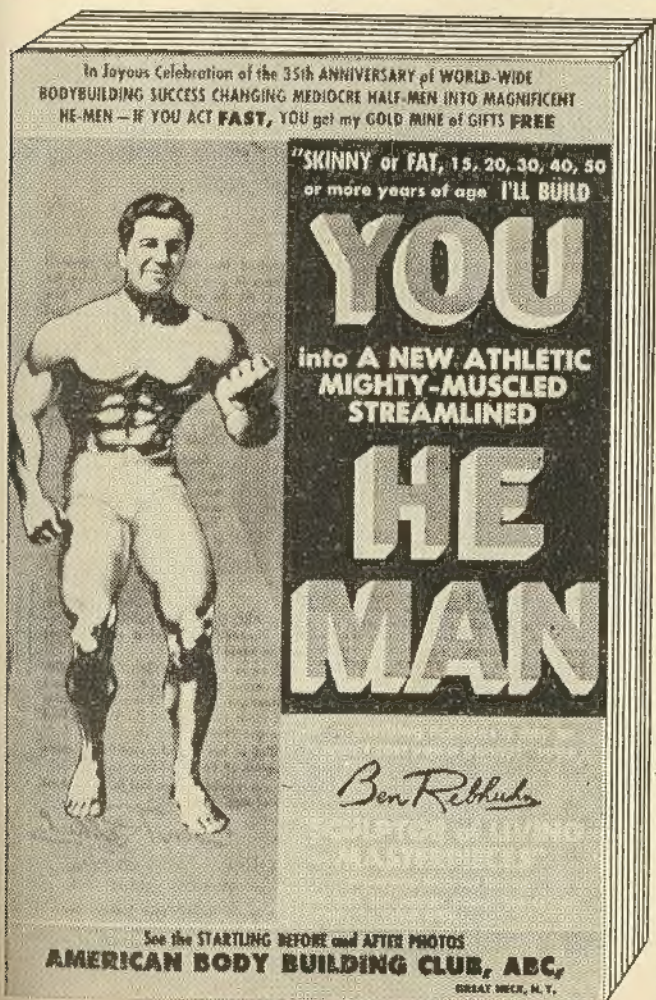
ADDRESS PLEASE PRINT OR

CITY ZONE STATE WRITE CLEARLY

Let me know
how to get

FREE

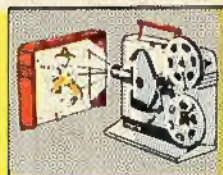
\$100 worth
of Sports,
Self-defense,
Strong-man
Stunts,
Courses,
Apparatus



See the **STARTLING BEFORE and AFTER PHOTOS**
AMERICAN BODY BUILDING CLUB, ABC,
GREAT NECK, N.Y.



Zebco® Fishing Outfit



Movie Projector



Jr. Typewriters



Flash Camera Outfits



Wrist Watches



4 Daisy Air Rifles



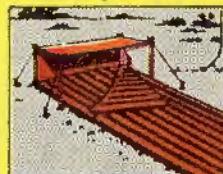
Girls Travel Case



Croquet Set



Baseball Gloves



Sleeping Bag



Guitars and Ukulele



Complete Archery Set



Transistor Radios



Chemistry Sets



3-Speed Bicycle



Basketball & Goal



Walkie-Talkie



Knapsacks



Pool Table Set



Diary, Wallet, Photo Album



"I sell American Seeds every year."

Joel Ballenger
Washington



"It's an easy way to get money and prizes."

Mary Zimmerman
Wisconsin



"They sell as fast as I can show them."

William Hanlin
Missouri



"I sold 240 packs in one hour and a half."

Desmond Meacham
New York

MAKE MONEY GET PRIZES

with Fast Selling American Seeds

Take your choice of these wonderful prizes. They can be yours—quickly, easily. Most prizes shown here and many more in our Big Prize Book are given **WITHOUT COST** for selling just one 50-pack order of American Vegetable and Flower Seeds at 15c a pack. Some of the larger prizes require more sales or extra money as explained in the Big Prize Book.

Send NO MONEY, We Trust You

Everybody wants American Seeds. They're fresh and ready to grow. You'll sell them quickly to family, friends and neighbors. Many boys and girls sell their packs in one day. You can too—and get your prize at once. Or, if you want money instead of a prize, keep \$2.50 for every 50-pack order you sell. Mail coupon today for your first order of American Seeds and Big Prize Book—give the other coupon to a friend.

AMERICAN SEED CO.

Dept. 414
Lancaster, Pa.
OUR 46th YEAR



MAIL ONE COUPON TODAY Give the Other to a Friend

AMERICAN SEED CO., Dept. 414, Lancaster, Pa.

Please send me your Big Prize Book and one order of 50 packs of American Seeds. I'll sell them at 15c a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds

☐ Mixed Vegetable and Flower Seeds

Name _____

Address _____

Town _____ State _____

AMERICAN SEED CO., Dept. 414, Lancaster, Pa.

Please send me your Big Prize Book and one order of 50 packs of American Seeds. I'll sell them at 15c a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds

☐ Mixed Vegetable and Flower Seeds

Name _____

Address _____

Town _____ State _____